



# CHARTER OF THE SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS

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**Arcadium Lithium plc**  
**(the “Company”)**

Adopted effective as of January 4, 2024

## I. Purpose

The Sustainability Committee shall assist the Board of Directors (the “Board”) in the effective discharge of its responsibilities in the areas of sustainability, primarily in the areas of safety, health, environment, climate change, communities and social license.

## II. Composition and Meetings

The Sustainability Committee shall consist of no fewer than three members of the Board, one of whom shall serve as Chair. The members of the Sustainability Committee and its Chair shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Sustainability Committee members may be replaced by the Board at any time.

The Sustainability Committee shall meet as scheduled by its Chair. The Chair, in consultation with the other Sustainability Committee members, shall establish meeting agendas. The Sustainability Committee shall meet as often as it determines. The Sustainability Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Sustainability Committee or to meet with any members of, or consultants to, the Sustainability Committee. Assisting the Sustainability Committee will be the Chief of Sustainability and Global Communications, who will serve as the Sustainability Committee’s executive secretary. Minutes of each meeting of the Sustainability Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Sustainability Committee may form and delegate authority to subcommittees, other than any power or authority required by law or stock exchange requirements to be exercised by the Board or the Sustainability Committee as a whole. Delegation by the Sustainability Committee to any subcommittee shall not limit or restrict the Sustainability Committee on any matter so delegated. The action of the Sustainability Committee at a meeting at which a quorum is present shall be the act of the Sustainability Committee. The Sustainability Committee may act in writing by the unanimous consent of its members, and transmission of consent via email or other electronic means will be considered a writing for this purpose.

The Sustainability Committee shall have the sole authority to retain and supervise one or more outside advisors to advise the Sustainability Committee on matters within the Sustainability Committee’s responsibility and to terminate any retained advisor. In addition, the Sustainability Committee shall have the sole authority to approve the fees of an outside advisor and other retention terms. The Company shall provide for appropriate funding, as determined by the Sustainability Committee, for payment of reasonable compensation to any advisor retained by the Sustainability Committee and for payment of ordinary administrative expenses of the Sustainability Committee.

A number of directors equal to 33% or more of the Sustainability Committee (but in no event fewer than two) shall constitute a quorum of the Sustainability Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present. In the Chair’s absence, the Chair may designate a member of the Sustainability Committee to serve as chair for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chair for the meeting.

### **III. Authority, Duties and Responsibilities**

The Sustainability Committee shall provide oversight over the Company's sustainability programs. This will include the review of periodic reports from management.

The Sustainability Committee's scope of oversight will include the following areas:

- The company's social license to operate.
- Engagement with first nations people and other local communities.
- Employee and contractor occupational safety and health.
- Process safety programs.
- Environmental performance and risk mitigation programs.
- The Company's response to climate change and de-carbonization of the Company's business.
- Modern slavery and human rights in supply chain.
- Tailings storage facilities.
- Sustainability disclosures, management systems (including ISO management systems) and the Company's Sustainability Program and other corporate social responsibility programs.
- Any audits and assurance of sustainability data and data collection methodology.

### **IV. Assessment**

The Sustainability Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Sustainability Committee shall conduct a self-assessment of its performance annually.