

Antofagasta plc
Sustainability and Stakeholder Management Committee
Terms of Reference
(Revised and adopted on 21 June 2016)

1. The Sustainability and Stakeholder Management Committee shall comprise Directors of the Company, selected by the Board on the recommendation of the Nomination and Governance Committee, and shall consist of no fewer than three members. The Nomination and Governance Committee must from time to time review the composition of the Sustainability and Stakeholder Management Committee. Each Sustainability and Stakeholder Management Committee member shall be appointed for an initial period of up to three years, which may be extended for two further periods of up to three years each.
2. The Board shall appoint the Chairman of the Sustainability and Stakeholder Management Committee.
3. The secretary to the Sustainability and Stakeholder Management Committee may be selected from time to time from among those present at a meeting, but shall otherwise be the Secretary to the Board.
4. Meetings of the Sustainability and Stakeholder Management Committee shall be held at least twice a year. Accordingly, the secretary to the Sustainability and Stakeholder Management Committee shall call meetings of the Sustainability and Stakeholder Management Committee at least twice annually and at any other time(s) on request of any member of the Sustainability and Stakeholder Management Committee. The secretary shall circulate the papers for Sustainability and Stakeholder Management Committee meetings in good time before each meeting to allow members of the Sustainability and Stakeholder Management Committee to properly consider their contents.
5. The quorum for meetings of the Sustainability and Stakeholder Management Committee is any two of its members.
6. Individuals other than members of the Sustainability and Stakeholder Management Committee, including officers of the Company and companies in the Group and external advisers, should attend meetings when requested by the Sustainability and Stakeholder Management Committee.
7. The duties of the Sustainability and Stakeholder Management Committee are:
 - 7.1. to review and, when necessary, make recommendations for developing and updating a framework of policies, functional strategies, and guidelines for the management of key sustainability issues including safety, health, environment, climate change, human rights, communities and other stakeholders;
 - 7.2. to review the Company's social, environmental and stakeholder management strategies (including the priority areas, yearly plan and budget), and report to the Board whether these strategies are aligned with the Company's strategic goals;
 - 7.3. to review and comment on the sustainability targets recommended by senior management and monitor progress against those targets at least annually;
 - 7.4. to monitor key external sustainability indicators and trends;

- 7.5. to monitor and review the results and performance across the Group in safety, health, environment, climate change, human rights, communities and other stakeholders, and report any concerns to the Board;
- 7.6. to investigate, or cause to be investigated, any negative performance in safety, health, environment, climate change, human rights, communities and other stakeholders, and make any recommendations to the Board*;

* The Audit and Risk Committee reviews environmental, social and governance (ESG) risks including corruption and fraud prevention measures and reports any significant matters to the Board.

- 7.7. to review independent and/or internal environment, health and safety audits of the Company's exploration, development and operations sites;
 - 7.8. to monitor and report on the Company's procedures regarding safety, health, environment, climate change, human rights, communities and other stakeholders, including the development, maintenance and testing of emergency preparedness plans to minimise, remediate and mitigate safety, health, environmental, and community damage in the event of unforeseen incidents, and report any concerns to the Board;
 - 7.9. to review and monitor results of work plan and building up the Company's capabilities for stakeholder management;
 - 7.10. to review compliance with material national and international legislation on sustainability issues, and with public commitments regarding sustainability voluntarily subscribed to by the Group;
 - 7.11. to highlight key matters for Board consideration; and
 - 7.12. to consider other matters as referred to the Sustainability and Stakeholder Management Committee by the Board.
8. The Sustainability and Stakeholder Management Committee chairman must report to the Board after each meeting on the matters within the competence of the Sustainability and Stakeholder Management Committee.
 9. The Sustainability and Stakeholder Management Committee shall review and approve a corporate sustainability report annually.
 10. The Sustainability and Stakeholder Management Committee chairman should attend the Company's annual general meeting to answer any shareholder questions on the committee's activities.
 11. The Sustainability and Stakeholder Management Committee shall review its own performance and terms of reference at least annually, and recommend any changes to the Board.
 12. The Sustainability and Stakeholder Management Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Sustainability and Stakeholder Management Committee.
 13. The Sustainability and Stakeholder Management Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

14. The minutes of any meetings of the Sustainability and Stakeholder Management Committee, to be taken by the secretary, should be circulated to all members of the Board (excluding such members of the Board who have a conflict of interest in respect of the matters covered by the minutes).