

METLEN ENERGY & METALS PLC (the "Company")

ROLE OF THE SENIOR INDEPENDENT DIRECTOR ("SID")

This statement sets out the responsibilities of the SID, and applies across the Company, Metlen Energy & Metals S.A. and each of their respective direct and indirect subsidiaries (together, the "**Group**"). The statement has been agreed by the board of directors of the Company (the "**Board**") in line with the requirements of the UK Corporate Governance Code.

1. GENERAL DUTIES

- 1.1 The SID shall be an independent non-executive director, appointed by the Board.
- 1.2 The SID will have the same legal responsibilities, and owe the same general duties, as any other director of the Company and must have regard to the relevant obligations under law and regulation and the provisions of the UK Corporate Governance Code, as well as the Company's Articles of Association, the Schedule of Matters Reserved for the Board and the terms of reference of each Board committee.

2. BOARD

- 2.1 The SID shall provide a sounding board for the Executive Chair and support the Executive Chair in the delivery of their objectives by offering constructive challenge, advice and feedback on Board matters.
- 2.2 The SID shall serve as an intermediary between the Executive Chair and the other directors and shareholders when necessary, and ensure that the views of all directors are conveyed to the Executive Chair.
- 2.3 The SID shall chair meetings of the Board in the absence of the Executive Chair and, if necessary, in circumstances where the Executive Chair has a conflict of interest.
- 2.4 At least annually and on such other occasions as are deemed appropriate, the SID shall lead meetings with the non-executive directors without the Executive Chair present to appraise the Executive Chair's performance, taking into account the views of the Executive Committee of the Company and the Chief Executive Officer ("**CEO**"), and, where relevant, feedback from shareholders and other key stakeholders.
- 2.5 When applicable, the SID shall lead, with the support of the Nomination Committee and on behalf of the non-executive directors, an orderly succession process for the Executive Chair.
- 2.6 Where appropriate, the SID shall be involved, with the Executive Chairman and/or the Nomination Committee, in the approach to the Board performance evaluation process.

- 2.7 If delegated by the Executive Chairman, the SID shall manage the process of any external Board performance evaluation.
- 2.8 The SID is a member of the Nomination Committee.
- 2.9 The SID shall hold meetings with the non-executive directors without the executive directors present in order to facilitate a full and frank discussion of matters and shall ensure that any material issues arising from those meetings are appropriately communicated to the Executive Chair and/or the Board, having regard to confidentiality where necessary.
- 2.10 The SID shall keep under review, and where appropriate raise with the Board, any material concerns relating to the division of responsibilities between the Executive Chair and the CEO, or the effective operation of the Board and its committees.
- 2.11 Engage in dialogue with the Executive Chairman, the CEO and the Board on important and strategic issues facing the Group.
- 2.12 Work with the Executive Chairman, CEO, the Board and relevant Board committees in ensuring that appropriate standards of governance permeate through all parts of the Group, including by implementing and maintaining effective internal policies, procedures and reporting lines.
- 2.13 Together with the Executive Chairman and the committee chairs, promote high standards of integrity, probity and corporate governance across all parts of the Group.

3. **SHAREHOLDERS**

- 3.1 The SID shall attend sufficient meetings with a range of major shareholders and stakeholders to develop a balanced understanding of their issues and concerns, in coordination with the Executive Chair and the executive management team, and in line with the Company's investor relations and disclosure policies.
- 3.2 The SID shall pass on the views (and especially concerns) of shareholders to the other directors.
- 3.3 The SID shall be available to shareholders if they have concerns which have not been resolved through the normal channels of the Executive Chair and/or the CEO, or for which such contact is inappropriate.

4. **OTHER**

- 4.1 The SID shall work with the Executive Chair, the other directors, and/or the Company's shareholders (as necessary) to resolve any significant issues that may arise.

- 4.2 The SID shall maintain stability and cohesion within the Board and the Company, particularly during periods of stress, including (but not limited to) intervening if there is a disagreement between the Executive Chair and the CEO; where the strategy being proposed by the Executive Chair and/or the CEO is not supported by the entire Board; if decisions are being made without the approval of the full Board; or if succession planning is being ignored. In such circumstances, the SID may, where appropriate, lead meetings of the non-executive directors, seek to ensure that the Board receives adequate information and, if necessary, facilitate dialogue with shareholders, having proper regard to the Company's disclosure obligations.

Approved by the Board on 08 April 2026.