Sustainability Committee Charter

Kyron Capital Group (ASX: KYN) comprising Kyron Capital Limited (ABN 33 169 308 187) and Kyron Group RE Limited (ABN 70 688 908 876, Australian Financial Services Licence Number 700092) as Responsible Entity of Kyron Investment Fund (ARSN 169 450 926) (together the "Group")

1 Introduction

1.1 The Sustainability Committee is a committee of the Board and applies to the Group, including activities of registered and unregistered managed investment schemes for which the group acts as investment manager (the "Managed Funds")

1.2 The Board believes that operating as a responsible and sustainable business is an important part of how we create long-term value for all our stakeholders.

1.3 The Board recognises the importance of achieving long-term sustainability of the Group and that these matters are becoming increasingly relevant to the Group's investors.

1.4 The Board also recognises that the Group has a responsibility to the community in which it operates and as such, has established this Committee to assist the Board in fulfilling its oversight responsibilities.

1.5 This Charter sets out the role, authority, responsibilities, composition, and procedural requirements of the Committee.

2 Role and objectives

2.1 The primary role and objectives of the Sustainability Committee are to:

a. align with other Board Committees, the Remuneration and Nominations Committee and the Audit and Risk Committee, to ensure our strategy is to operate as a responsible, sustainable business with initiatives that focus on our economic performance, talent, environment, and communities;

b. ensure that the Group's vision and values in relation to sustainability are embedded across the Group;

c. oversee Management's approach to the identification and management of sustainability and ESG risks and opportunities that drive business performance including: climate-related, environmental sustainability, community impact, inclusive workplaces, corporate governance, responsible investment, supply chain impact and responsible procurement;

d. understand the expectations of the Group's key stakeholders and how the Group's ability to create value is impacted by sustainability matters;

e. monitor emerging sustainability trends and their materiality for both the Group's long term value creation to satisfy its capital partners and its intention to satisfy its social and environmental responsibilities to the community;

f. provide advice and make recommendations to the Board in relation to sustainability integration into core business strategy, initiatives, and investments;

g. oversee any associated metrics and targets required by regulations or set by the Board; and

h. ensure that the Committee's sustainability oversight extends to the Managed Funds for which the Group entities act as trustee or manager,

3 General responsibilities

The Sustainability Committee is responsible for the following:

3.1 Review and recommend to the Board for approval:

a the Group's sustainability disclosures including the annual voluntary sustainability reporting, climate-related target setting, the group's ESG achievements and public commitments, at least annually; and

b the Group's sustainability integration into core business strategy, initiatives, and investments including policies, objectives, metrics and targets.

3.2 Review and monitor:

a the adequacy of Management's approach in the identification and management of sustainability risks and opportunities;

b all legislation and regulations which are relevant to the Group's sustainability practices and policies, including the National Greenhouse and Energy Reporting Act 2007, National Greenhouse and Energy Reporting Regulations 2008, and associated measurement, record-keeping and reporting requirements, and inform the Board;

c the Group's sustainability integration policies, performance, and progress against public commitments; and

d the Group's participation, performance and results of key sustainability benchmarks.

3.3 Oversee and consider:

a the delivery of Group's sustainability integration initiatives and commitments, including performance, challenges and opportunities;

b management of relationships with local communities, local governments and customers on sustainability issues;

c the development and delivery of the Group's climate transition plan and resilience strategy; and

d emerging sustainability issues and trends to understand their materiality regarding impact on the Group's long term value creation.

3.4 The Committee will consult with the Board in fulfilling its oversight responsibilities for ensuring sound management of relevant risk and compliance across the Group, including the approval of sustainability and climate-related disclosures to ensure compliance with emerging regulations such as the ASRS and AASB standards,

4 Composition

4.1 The Sustainability Committee shall comprise a minimum of two (2) members, the majority of whom shall be independent non-executive directors.

a The Chair of the Committee will be an independent non-executive director appointed by the Board who is not the Chair of the Board.

b Membership of the Committee is regularly reviewed by the Remuneration and Nominations Committee.

4.2 The following will be invited to each Committee meeting:

a Managing Director/Chief Executive Officer;

b Chief Financial and Risk Officer;

c Chair of Management's ESG Committee;

d A representative from Finance; and

e A representative from Asset Management.

4.3 The Committee may invite other persons as it deems necessary and may seek advice from such other persons as appropriate.

5 Committee procedural requirements

5.1 Meetings shall be held at least three times per year or more frequently as required.

5.2 A quorum for Committee Meetings is two members of the Sustainability Committee, one of whom must be the Chairperson or, in the absence of the Chairperson, another independent non-executive director.

5.3 If the Chairperson is absent from a meeting and no acting Chairperson has been appointed, the members present may choose one of them to act as Chairperson for that meeting.

5.4 Meetings of the Committee may be held or participated in by conference call or similar means

5.5 Decisions may be made by circular or written resolution. Each member of the Committee will have one vote

5.6 Subject to 5.7 and 5.8, the Committee may make resolutions by circulating resolutions if deemed appropriate to do so. The resolution is passed when a majority of members entitled to attend and vote at meetings sign the resolution.

5.7 Circular resolutions are intended to be used for matters that are administrative or non-controversial in nature and do not require deliberation between the members, or where the members have already had an adequate opportunity to deliberate on the matter.

5.8 Each member must be given a reasonable opportunity to consider the proposed resolution and all information reasonably necessary to make an informed decision. Before the resolution is passed, any member may, acting reasonably, object to the matter being determined by circular resolution. If an objection is made, the circular resolution must be withdrawn and will not be effective or binding, and the matter must instead be considered and determined at a meeting of the Committee.

5.9 The Chairperson will not have a casting vote. If there is a tied vote, the motion will lapse.

5.10 The proceedings of all meetings will be recorded in minutes to be approved by the Committee.

5.11 The secretary of the Committee should be the Company Secretary, or such other person as nominated by the Committee.

5.12 The Company Secretary will provide such assistance as may be required by the Chairperson in relation to the preparation of agendas, minutes or papers for the Committee.

5.13 The Committee may have access to such internal resources, and seek such advice from any external advisers, consultants or specialists, as it may consider necessary or desirable to fulfil its objectives.

5.14 In light of emerging sustainability regulations, regular reports shall be provided to the Board including:

a assessment of the management processes supporting external reporting;

b assessment of whether external reporting is consistent with committee members' information and knowledge and is adequate for securityholder needs; and

c report annually to the Board regarding sustainability (included climate-related financial disclosure) information to be provided in the Annual Report to securityholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by law or the ASX Listing Rules; and

5.15 Committee members may not receive directly or indirectly any consulting, advisory or other fee from the Group, other than the remuneration received by a Director on the Committee in his or her capacity as a Director and member of the Committee.

6 Authorities

6.1 The Board authorises the Committee, within the scope of its responsibilities, to seek any information it requires from any Group employee or contractor.

6.2 The Committee may obtain independent professional advice on relevant matters at the expense of the Group.

7 Revisions of this Charter

7.1 The Committee is responsible for reviewing the effectiveness of this Charter and the Committee, and to make recommendations to the Board of any amendments to this Charter.

7.2 Any amendment to this Charter must be approved by the Board.