# CHARTER OF THE ENVIRONMENTAL, SAFETY AND CORPORATE RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS OF MONTAUK RENEWABLES, INC.

### **Purpose**

The purpose of the Environmental, Safety and Corporate Responsibility Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Montauk Renewables, Inc. (the "*Company*") is to provide oversight of the Company's policies and management systems with respect to environmental, safety, sustainability and corporate social responsibility policies, objectives, practices and risk exposures.

### **Membership**

*Size*. The Committee will be comprised of at least two directors, with the exact number to be determined from time to time by the Board.

*Selection, Resignation and Removal*. The Committee members will be appointed by a majority vote of the Board from among its members, including to fill vacancies following the death, resignation or removal of a Committee member. The Board will select a Committee Chair from among the Committee's members. Committee members will serve at the pleasure of the Board until such member's successor is duly appointed and qualified or until such member's resignation upon written notice to the Board or removal by a majority vote of the Board.

#### Authority and Responsibilities

The Committee's authority and responsibilities include the following:

- 1. **Risk Oversight**. Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing the principal risks in the Company's business associated with protection of the environment, safety, and corporate responsibility and report the Committee's findings to the Board, as deemed necessary or appropriate.
- 2. *Strategy*. Review the Company's strategy relative to the protection of environment, the safety of employees, contractors, customers, the public, as well as issues of corporate responsibility.
- 3. *Legal Matters*. Review (1) any material compliance issues with health, safety and environmental laws, (2) any material pending or threatened administrative, regulatory, or judicial proceedings regarding health, safety or environmental matters, and (3) management's response to the foregoing legal matters.
- 4. *Public Policy and Trends*. Review any significant environmental, safety, corporate responsibility public policy, legislative, political and social issues and trends that

may materially affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.

5. *Other Activities*. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time, and perform any other activities consistent with this Environmental, Safety and Corporate Responsibility Committee Charter (this "*Charter*"), Nasdaq listing standards, the Company's certificate of incorporation, bylaws and applicable laws, rules and regulations.

## **Meetings**

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee may meet in person, telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair will supervise the conduct of the meetings and will have such other responsibilities as the Board or the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's internal or outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent in lieu of a meeting.

The Committee will maintain minutes or other records of its meetings and will give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this Charter or as the Board may from time to time specify. Reports to the Board may take the form of oral reports by the Committee Chair.

#### **Delegation**

Except as otherwise provided in the Company's certificate of incorporation, bylaws, applicable laws, regulations, listing standards or a resolution of the Board, the Committee may, in its discretion, form subcommittees and delegate all or a portion of its duties and responsibilities to a subcommittee, an individual member of the Committee or officers of the Company.

## **Resources and Authority**

The Committee will have the appropriate resources and authority to discharge its responsibilities as required by law, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants or any other advisors, including independent counsel, retained by the Committee, and will have the authority to investigate any matter brought to its attention within the scope of its duties.

### **Annual Review**

At least annually, the Committee will (1) review this Charter with the Board and recommend any changes to the Board and (2) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation will include the establishment of goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.