

# Corporate Governance Guidelines

(As of July 28, 2023)

Iris Energy Limited (the “**Company**”) is an Australian public company listed on the NASDAQ Stock Market LLC (“**NASDAQ**”).

The Company’s Board of Directors (the “**Board**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to set out the functions and the responsibilities of the Board, and to assist the Board in the exercise of its responsibilities to serve the interests of the Company and its shareholders. The Board is governed by the Company’s Constitution.

These Guidelines should be interpreted in the context of all applicable laws and the Company’s Constitution and other corporate governance documents and, to the extent there is any inconsistency, the applicable laws and Company’s Constitution shall prevail. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders, or as required by applicable laws and regulations.

In these Guidelines, “we,” “us,” “our” and “the Company” refers to Iris Energy Limited, unless the context otherwise requires, and “**the Group**” refers to the Company and its wholly owned subsidiaries.

## 1. The Board

### 1.1 Role and Responsibilities

The Board is accountable to our shareholders for the Company’s long-term performance. The responsibilities of the Board include:

- To provide leadership
- To set our strategic objectives
- To define our purpose
- To set the tone for, and monitor, our corporate culture, ethical standards and legal compliance
- To approve acquisitions, divestments, operating budgets and capital management activities
- To approve the issue of any debt or equity instruments (including shares or options)
- To approve annual and half yearly financial statements and other material related disclosures
- To monitor our financial performance
- To have input into and final approval of the annual operating budget
- To identify and monitor our business risks and oversee how they are managed
- To oversee the process for establishing a risk management framework in respect of our material business and operational risks (both financial and non-financial) and to approve any risk management policy
- To set the risk appetite within which the Board expects our management to operate
- To oversee corporate governance and regulatory compliance
- To ensure our remuneration policies are aligned with our purpose, strategic objectives and risk appetite statement
- To ensure an appropriate framework exists for relevant information to be reported by management to the Board
- To approve and regularly review key policies governing the operations of the Company and monitor the effectiveness of our governance practices

In support of the above, the Board (directly or indirectly via its committees) will:

- Appoint, review the performance of and when necessary replace, the Chair, the CEO(s), the Chief Financial Officer and the Chief Legal Officer and Company Secretary
- Oversee management's performance including in its implementation of our strategic objectives
- Together with the Audit and Risk Committee, monitor the integrity of the accounting and corporate reporting systems used for our financial reporting and the integrity and effectiveness of internal controls
- Oversee the process for making timely and balanced disclosure of all other material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of our securities
- Together with the Audit and Risk Committee, monitor the implementation of our risk management framework and review our risks
- Approve key policies governing our operations and monitor the effectiveness of our governance practices
- Oversee communications with shareholders and regulators
- Be prepared to challenge management and hold them to account

## 1.2 Independence of the Board

Except as otherwise permitted by the applicable rules of NASDAQ, the Board will be comprised of a majority of directors who qualify as independent directors (the "**Independent Directors**") as required under NASDAQ rules.

## 1.3 Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but no less than twice per year. Each executive session of the Independent Directors will be presided over by the Chair of the Board.

## 1.4 Chair

The Board shall elect one of its members as Chair of the Board and may also determine the period for which the person elected as Chair is to hold that office.

The Chair of the Board will qualify as an independent director under NASDAQ rules.

If the Board has elected one of its members as Chair, that person is entitled to preside as Chair at a Board meeting. If a Chair of the Board has not been elected or if the Chair of the Board is not present within 15 minutes after the time appointed for the holding of the Board meeting or is unable or unwilling to act for all or any part of the meeting, then the Chair for that Board meeting (or for that part of that meeting) will be chosen in accordance with the Company's Constitution.

The Board may modify its leadership structure in the future as it deems appropriate.

## 1.5 Director Qualification Standards

In evaluating the suitability of individual candidates (both new candidates and current Board members), the Board, in nominating director candidates (and, in the case of vacancies, appointing such candidates), may take into account many factors, including:

- personal and professional integrity, ethics and values
- experience in corporate management, such as serving as an officer or former officer of a publicly held company

- strong finance experience
- relevant social policy concerns
- experience relevant to our industry
- experience as a board member or executive officer of another publicly held company
- relevant academic expertise or other proficiency in an area of our operations
- diversity of expertise and experience in substantive matters pertaining to our business relative to other board members
- diversity of background and perspective, including, but not limited to, with respect to age, gender, race, place of residence and specialized experience
- practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries
- any other relevant qualifications, attributes or skills.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Board may also consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

## 1.6 Selection of New Directors

The Board is responsible for identifying, screening, and recommending candidates to the entire Board or to the shareholders for Board membership. In accordance with the Company's Constitution, directors can be elected by the Board (subject to reaffirmation by shareholders at the Company's next AGM) or by the shareholders in a general meeting, provided that the total number of directors does not exceed the maximum number of directors determined in accordance with the Company's Constitution.

## 1.7 Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Group and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Group and its business.

## 1.8 No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Board may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors.

Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chair of the Board and the Chief Executive Officer(s) or otherwise make the Company aware of such position. The Chief Legal Officer shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with our conflict of interest policies.

## 1.9 Directors Who Resign or Materially Change Their Current Positions with Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Board of such circumstances.

The Board will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

## 1.10 Term Limits

The Board does not believe it is in the best interests of the Company to establish mandatory director rotation procedures or term limits at this time. Additionally, such term limits may cause us to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into our business and therefore can provide an increasingly significant contribution to the Board.

## 1.11 Director Responsibilities

The business and affairs of the Group will be managed by or under the direction of the Board. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith
- acting in what they reasonably believe to be the best interest of all shareholders
- becoming and remaining well-informed about our business and operations and general business and economic trends affecting the Company
- ensuring that our business is conducted so as to further the long-term interests of our shareholders

## 1.12 Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of our shareholders. The Board will review and set the cash and equity compensation of directors in line with the requirements of the Company's Constitution. Our executive officers shall not receive additional compensation for their service as directors. The aggregate of all directors' fees, superannuation and similar benefits payable to all non-executive directors must not exceed the limit set by the Company's Constitution.

Except as otherwise permitted by the applicable NASDAQ rules, members of the Audit and Risk Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on and/or chairing committees of the Board and the receipt of equity incentive awards.

## 1.13 Stock Ownership

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

## 1.14 Conflicts of Interest

Directors are expected to avoid and resolve conflicts of interest in accordance with our Code of Business Conduct and Ethics. If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should immediately report all facts regarding the matter to the chair of the Audit and Risk Committee.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

## 1.15 Board Access to Senior Management

The Board will have complete direct access to the Chief Executive Officer(s), the President, the Chief Financial Officer and the Chief Legal Officer and Company Secretary (and to any other staff member through the Chief Executive Officer(s) or President) in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb our business operations.

Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer(s), the Chair of the Board, or if none is available or none is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer(s).

## **1.16 Board Access to Independent Advisors**

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors, whether retained by the Company, or directly by the Board, that the Board considers necessary to discharge its responsibilities.

## **1.17 Board and Committee Self-Evaluation**

The Board will oversee a periodic assessment of the Board and its committees.

## **1.18 Deed of Indemnity**

Each Director is entitled to a Deed of indemnity, access and insurance, which includes provisions relating to access to Board papers, confidentiality, indemnity by the Company, and the provision of Directors' and Officers' insurance.

# **2. The Board Meetings**

## **2.1 Frequency of Meetings**

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

## **2.2 Director Attendance**

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

## **2.3 Attendance of Non-Directors**

The Board encourages the Chair of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board that involve the manager, advisor or consultant, (ii) make presentations to the Board on matters that involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

## **2.4 Advance Receipt of Meeting Materials**

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

### **3. Committee Matters**

The Board currently has one committee: the Audit and Risk Committee. The Audit and Risk Committee, and any other standing committee of the Board that the Board may establish, will perform its duties as assigned by the Board in compliance with the Company's Constitution and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

Only independent directors meeting the independence requirements of NASDAQ, and Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the U.S. Securities and Exchange Commission, may serve on the Audit and Risk Committee. Committee members shall be appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

### **4. Succession Planning**

The Board (or a committee delegated by the Board) will work on a periodic basis with the Chief Executive Officer(s) to evaluate the Company's succession plans for the Chief Executive Officer(s) and other executive officers, including an emergency succession plan for the Chief Executive Officer(s).

### **5. Review**

The Board will review these Guidelines annually to keep them up to date and consistent with the Board's objectives and responsibilities.