

## SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

### 1. Introduction

The Board of Ventia Services Group Limited (the “**Company**”) has established a Safety and Sustainability Committee (**Committee**).

This Charter sets out the purpose, scope and responsibilities of the Committee.

### 2. Objective & Purpose

The Committee assists the Board with its functions by providing additional focus and oversight in relation to workplace health, safety (including transport safety), environment and sustainability matters arising out of the activities of the Company and its related companies.

Sustainability matters include, but are not limited to, climate change, human rights (including modern slavery), resource efficiency, responsible procurement practices, diversity and inclusion, and community engagement.

The Board delegates authority to the Committee to undertake the roles and responsibilities set out in clause 5 of this Charter.

### 3. Committee Membership

#### 3.1. Membership

3.1.1. The Committee must consist of:

- a. at least four members (each of whom will be appointed or removed by the Board, in consultation with the Chairperson of the Committee); and
- b. only Non-Executive Directors;

3.1.2. Members may withdraw from membership by written notification to the Board.

3.2. To assist with the flow of relevant information between the Committee and other Board Committees, consideration will be given to have at least one member from each of the People and Remuneration Committee and Audit, Risk and Compliance Committee on the Committee.

#### 3.3. Secretary

3.3.1. The Group Company Secretary or nominee will act as Committee Secretary and attend all meetings.

3.3.2. The Group Company Secretary will have direct access to the Committee Chair and the Chair of the Board.

### 4. Proceedings

#### 4.1. Constitution

Proceedings of the Committee will be governed by the Company’s Constitution (in priority) and this Charter.

#### 4.2. Attendance

4.2.1. Directors who are not Committee members may attend all or part of a Committee meeting in their capacity as Directors of the Company.

4.2.2. In addition, the following persons should generally be present at a Committee meeting:

- c. Managing Director & Group Chief Executive Officer;

- d. Group General Counsel (or his/her delegate);
  - e. Group Executive, People, Safety & Capability;
  - f. Group Executive, Safety, Health, Environment and Quality;
  - g. Group Executive, Strategy and Corporate Development; and
  - h. Group Manager, Sustainability
- 4.2.3. The Committee or its Chairperson may extend an invitation to any other person to attend all or part of any meeting of the Committee which it considers appropriate.

#### **4.3. Frequency and Notice of Meetings**

- 4.3.1. The Committee must meet at least once per quarter or otherwise as deemed necessary by Committee members.
- 4.3.2. The dates, times and venues of meetings will be communicated by the Chairperson or Committee Secretary to all Committee members and meeting papers supplied as far in advance as possible.
- 4.3.3. Any Committee member may at any time call upon the Committee Secretary to convene a meeting.

#### **4.4. Quorum**

- 4.4.1. A quorum is three Committee members.
- 4.4.2. A Committee member who is a Director may have his/her appointed alternate attend Committee meetings on his/her behalf.
- 4.4.3. Members may attend meetings using any technology which allows each Committee member to hear proceedings and be heard by the other members.

#### **4.5. Chairperson**

- 4.5.1. Should the Chairman be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to chair the meeting.
- 4.5.2. The Chairperson shall not have a casting vote. Any decision of the Committee that is deadlocked must be referred to the full Board for resolution.

#### **4.6. Written Resolutions**

- 4.6.1. The Committee may pass a resolution without a meeting being held if all the Committee members who are entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members. The resolution is passed when the last Committee member signs.

## 5. Roles and responsibilities

### Health, Safety and Environment

#### 5.1. The Committee will:

- 5.1.1. review and recommend for Board approval relevant policies from Management dealing with health, safety and environment (**HSE**);
- 5.1.2. review reports from Management regarding Ventia's compliance with relevant legal and regulatory obligations and policies in relation to HSE;
- 5.1.3. review relevant reports from Management in relation to the effectiveness of the Company's risk management framework, including internal controls, processes, resources and improvement opportunities to manage HSE risks and impacts;
- 5.1.4. monitor relevant reports from Management on the Company's HSE performance against established measures and targets;
- 5.1.5. monitor relevant reports from Management in relation to significant HSE hazards, risks and incident investigations and actions taken by Management to prevent recurrence;
- 5.1.6. monitor the actions from Management in promoting and modelling a culture of compliance and continuous improvement;
- 5.1.7. in conjunction with the Audit, Risk and Compliance Committee, monitor reports from Management regarding emerging and current regulations, risks and other factors that have the potential to have a material impact on the Company.
- 5.1.8. monitor the outcomes of the annual HSE audit plan and other verification activities; and
- 5.1.9. keep up-to date knowledge of relevant HSE matters.

### Sustainability

#### 5.2. The Committee will:

- 5.2.1. review and recommend to the Board on the Company's sustainability strategy, commitments, actions and sustainability targets;
- 5.2.2. monitor execution and review of the Company's sustainability strategy to ensure it is consistent with the Company's corporate strategy and objectives, supports Company values and addresses all material sustainability risks and opportunities facing the Company;
- 5.2.3. review and recommend for the Board's approval relevant policies, the Sustainability Report and regulatory reporting on sustainability from Management;
- 5.2.4. review reports from Management in relation to the effectiveness of the Company's risk management framework and internal controls to address material sustainability risks and opportunities;
- 5.2.5. review Management's sustainability plans and monitor performance including delivery against targets; and
- 5.2.6. in conjunction with the Audit, Risk and Compliance Committee and People and Remuneration Committee, monitor reports from Management regarding emerging and current regulations, risks and other factors that have the potential to have a material impact on the Company.

## **6. Delegation to Act**

The Committee may, in its discretion, delegate some or all of its duties and responsibilities to the Committee Chairperson.

## **7. Reporting to the Board**

- 7.1. Draft Minutes of meetings must be distributed as soon as practicable to all members of the Committee. Once approved, the Minutes are to be circulated to all other members of the Board unless a director has a conflict of interest.
- 7.2. Minutes of meetings, recommendations, decisions of the Committee must be made, entered and signed in the same manner as Minutes of the Board.
- 7.3. The Chairperson or nominee will report on the Committee's proceedings at the next Board meeting following each Committee meeting and make any recommendation and/or seek any Board approval and/or decision as required.

## **8. Advice**

- 8.1. The Committee has access to internal and external resources, and may seek the advice of the Group's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or responsibilities of the Committee, where the Committee considers such advice necessary or appropriate, provided that reasonable enquiries are made with the Group General Counsel to ensure there are no conflicts of interest.

## **9. Charter Review**

- 9.1. The Board shall conduct an annual review of the membership of the Committee and this Charter to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.