

WORK WINNING AND TENDER COMMITTEE CHARTER

1. Introduction

The Board of Ventia Services Group Ltd (the “**Company**”) has established the Work Winning and Tender Committee (**Committee**).

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

2. Objective & Purpose

The primary objective of the Committee is to assist the Board in fulfilling its responsibilities to optimise business growth and diversification opportunities within established Business Plan targets and in accordance with the Delegation of Authorities Matrix.

Under its delegated authority a decision by the Committee has the same effect as a decision of the Board.

3. Scope & Responsibilities

- 3.1. In addition to its responsibilities under the Delegation of Authorities Matrix, the Committee is responsible for the following:
 - 3.1.1. review the development and implementation of strategic business development initiatives; and
 - 3.1.2. ensure initiatives are consistent with Ventia’s Business Plan.
- 3.2. respond to emerging issues related to business development. In this regard it should review general market conditions and how these may present or limit new business development opportunities;
- 3.3. review and assess appropriate business cases and plans prepared by Management, the milestones and timeframes in respect of delivering outcomes on a timely basis and as set out in the Business Plan. Business Plans are to have regard to the risk profile, capital requirements and generating a fair returning consideration for the risk taken, complexity and capital employed;
- 3.4. monitor the outcomes of business development initiatives. Receive regular reports and updates from management regarding progress in the achievement of the business development components of the Business Plan; and
- 3.5. review and provide approval for work winning activities in accordance with the value limits set out in the Delegation of Authorities Matrix.

4. Committee Membership

4.1. Membership

- 4.1.1. The Committee must consist of :
 - a. at least five 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;
- 4.1.2. Members may withdraw from membership by written notification to the Board

4.2. Secretary

- 4.2.1. The Group Company Secretary or nominee will act as Committee Secretary and attend all meetings.
- 4.2.2. The Group Company Secretary will have direct access to the Committee Chair and the Chair of the Board.

5. Proceedings

5.1. Constitution

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

5.2. Attendance

- 5.2.1. Unless a conflict arises, the following persons from the Company should generally be present at a Committee meeting:
- a. Group CEO;
 - b. CFO;
 - c. Group General Counsel;
 - d. Group General Manager, Risk
- 5.2.2. 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.

5.3. Frequency and Notice of Meetings

- 5.3.1. The Committee must meet at least twice a year or otherwise as deemed necessary by Committee members.
- 5.3.2. 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.
- 5.3.3. Any Committee member may at any time call upon the Committee Secretary to convene a meeting.

5.4. Quorum

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

5.5. Chairperson

- 5.5.1. 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 be Chair of that meeting.
- 5.5.2. 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.

5.6. Written Resolutions

- 5.6.1. 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.

6. Delegation to Act

- 6.1. 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 and 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.

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.