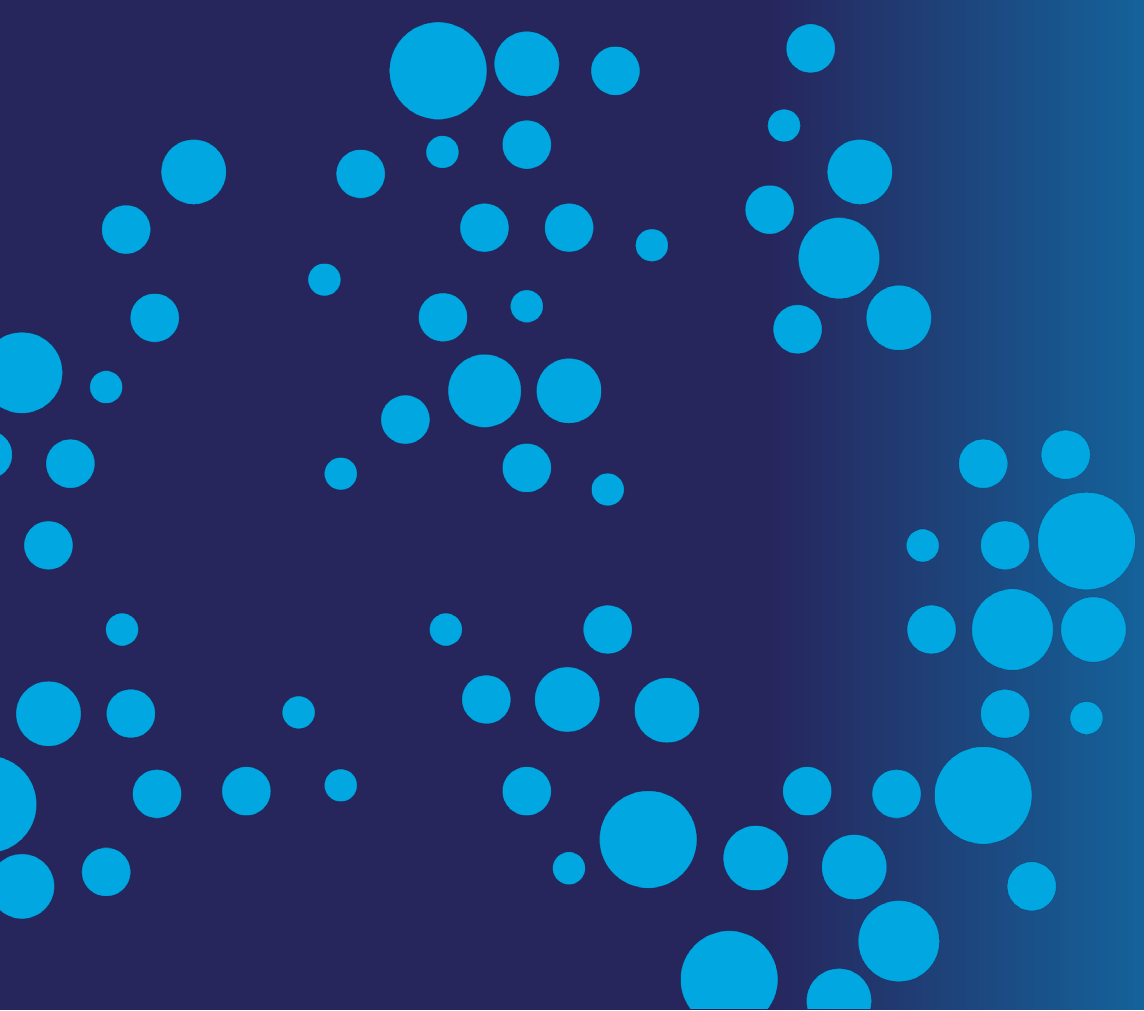


# **Safety, Health, Environment & Sustainability – Committee Charter**

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August 2020



## 1 Membership of the committee

The committee shall:

- consist of a minimum of 3 members, the majority being independent directors;
- be chaired by an independent director.

The Board of directors may appoint additional directors to the committee or remove and replace members of the committee by resolution. Members may withdraw from membership by written notification to the Board.

Other non-executive directors who are not committee members may attend meetings of the committee should they wish. Selected members of management may attend meetings of the committee by invitation.

## 2 Administrative matters

Any member may, and the Company Secretary must on request from a member, convene a meeting of the committee. Notice must be given to every member of every committee meeting but there is no minimum notice period and acknowledgment of receipt by all members is not required before the meeting may be validly held.

The committee will meet as often as the committee members deem necessary in order to fulfil their role. However, it is intended that the committee will meet at least 2 times each year. The quorum is at least 2 members.

The committee may obtain information from and consult with the CEO<sup>1</sup>, or the CEO's nominee, as it considers appropriate.

The committee may, upon notifying the Board or the Chairman of the Board, seek the advice of the Company's solicitors as to any matter pertaining to the powers, duties or responsibilities of the committee and may, with the prior approval of the Board or the Chairman of the Board, engage any other independent advisers in relation to these matters, as the committee may require.

The Company Secretary will attend all committee meetings as minute secretary. All minutes of the committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

## 3 Reporting

The committee is responsible for satisfying itself that an appropriate framework exists for relevant information to be reported by management to the committee, including but not limited to information relevant to financial and non-financial risks that are relevant to the committee's responsibilities.

All Board committees report matters to the Board or to other committees where the matter is relevant to their responsibilities.

<sup>1</sup> A reference to the CEO in this Charter includes a reference to the Managing Director, where one has been appointed.

The committee chairman will provide a brief oral report to the Board as to any material matters arising out of the immediately preceding committee meeting. All directors will be permitted, within a Board meeting, to request information of the committee chairman or members of the committee.

#### 4 Role and responsibilities

The role of the committee is to:

- monitor and oversee, on behalf of the Board, the effectiveness of the practices of the Adbri Group (the Group) concerning work health and safety and the Group's impact on the environment; and
- to assist and advise the Board on matters relating to community engagement, corporate social responsibility and sustainability<sup>2</sup> as applicable to the circumstances of the Group.

The overriding objectives of the committee are:

- to provide an independent and objective review of the health, safety and environment information prepared by management and to make recommendations to the Board based on this review; and
- to assist the Board in enabling the Group to operate its business safely, ethically, responsibly and sustainably in the communities in which it operates.

##### 4.1 Health, safety and environment (HSE)

The committee is responsible for:

- understanding the HSE hazards and risks associated with the Group's operations;
- reviewing information that reports on the Group's performance in relation to HSE;
- ensuring that the Group has in place a HSE framework and that appropriate resources are in place to support this framework;
- ensuring appropriate measures and targets are in place to monitor compliance with the Group's HSE framework, and monitoring these measures and targets;
- monitoring the effectiveness of the Group's HSE framework for identifying, reporting and addressing HSE incidents, hazards and risks associated with the Group's operations; and
- reviewing significant changes to HSE policies which form part of the Group's health and safety framework.

<sup>2</sup> In this charter, "sustainable" and "sustainability" and similar terms refer to reconciling social, environmental and economic demands to foster long term outcomes.

## 4.2 Community engagement, corporate social responsibility and sustainability

The Committee is responsible for:

- reviewing the effectiveness of the Group’s policies and initiatives in relation to community engagement and social responsibility
- overseeing and reviewing the Group’s policies, practices, procedures and systems to ensure that, to the extent appropriate, they promote ethical behavior, consider the impact of Group operations on the environment and communities, and promote sustainability in the Company’s business;
- overseeing compliance with relevant legislation/regulations as to sustainability and related topics;
- reviewing the effectiveness of Group policies and initiatives designed to deliver sustainable solutions including the education of employees and contractors regarding, and adopting practices which consider (to the extent economic and in the interests of our stakeholders), materials recycling, responsible use of finite resources (including water and energy), emissions to the environment and promoting community relations;
- reviewing the Group’s reports which are prepared and lodged in compliance with its statutory obligations concerning the environment; and
- having input into the Group’s Sustainability Report.

## 5 Review

The Board will, at least once in each year, review the membership and charter of the committee 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.



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