

Safety, Health, Environment & Sustainability Committee – Committee Charter

November 2022

1 Membership of the committee

The committee shall:

- consist of a minimum of 3 members, the majority being independent directors; and
- 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 directors who are not committee members may attend meetings of the committee should they wish, subject to any conflicts of interest. Members of management may also attend meetings of the committee at the invitation of the Committee Chair, but must not be appointed members of the committee.

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. A quorum is at least 2 members.

The committee may obtain information from and consult with members of management (including the CEO¹, Chief Financial Officer or the Chief Sustainability and People Officer) as it considers appropriate.

The committee may, upon notifying the Board or the Chair 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 Chair 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.

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

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

The Committee Chair 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 Chair or members of the committee.

4 Responsibilities and functions

The overriding objective of the committee is to assist the Board in enabling the Adbri Group (the Group) to operate its business safely, ethically, responsibly and sustainably in the communities in which it operates.

The role of the committee is to assist and advise the Board on matters relating to:

- work health and safety and the Group's impact on the environment; and
- community engagement, corporate social responsibility and sustainability² as applicable to the circumstances of the Group.

4.1 Health, safety and environment (HSE)

The following form part of the committee's responsibilities:

- supporting the development of the Group's health, safety and environment culture aligned to Group objectives to prevent harm to people, customers, environment, and communities;
- reviewing information and reports on the Group's performance in relation to HSE;
- ensuring that the Group has in place an 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;
- overseeing compliance with relevant health, safety and environmental legal and regulatory requirements; and
- recommending to the Board HSE targets for the Group, and related HSE accountabilities as appropriate.

² 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 following form part of the committee's responsibilities:

- 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 behaviour, 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;
- assisting the Board with establishing sustainability-related goals and targets and monitoring the Group's progress against them;
- assisting the Board with formulating the Group's approach in relation to climate change and monitoring climate-related risks and opportunities;
- reviewing the Group's reports which are prepared and lodged in compliance with its statutory obligations concerning the environment and other aspects of sustainability (including modern slavery statements); and
- having input into and reviewing the Group's Sustainability Report, net zero road maps, and other material public sustainability disclosures.

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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