

## Health, Safety & Sustainability Committee Charter

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### 1. Purpose/Introduction

The committee is established to assist the board by receiving reports from relevantly qualified executives of each of the business units in the group, including from the Company in the areas Health Safety and Environment and reviewing those and making recommendations to the board concerning the review of those; having regard for the interest of shareholders ensure that the Company and all the staff in all the entities in the group are protected and safe so as to ensure the company attracts and retains high quality staff in all areas, that the group achieves best practice in the areas of health safety and ESG (Sustainability); recommending policies and procedures to address all the areas that comprise those elements..

### 2. Responsibilities

In order to achieve this the Committee shall with respect to

- a. Reviewing Reports from Executives of each entity in the group in the areas of health safety & the environment in which the entity operates in order to
  - i. Make recommendations to address shortcomings in the activities where those do not reflect best industry practice;
  - ii. the appropriate criteria for benchmarking the activities of each entity and their achievement of those benchmarks;
  - iii. recommendations for the appointment and removal of consultants that may be appropriate to assist in the upgrading of any area to achieve best industry practice;
  - iv. development and review of continuing education program(s) to enable the achievement of industry best practice in the areas of Safety Health & Environment, that could take the form of online inductions, or upgrading to the latest technology in use that would assist in achieving best practice;
  - v. ensure there is a clear relationship between performance and the remuneration of those that have responsibility for ensuring the health and safety of staff (this should not be limited to senior executives) and to work with other committees of the board to achieve this.
- b. having regard for the interest of shareholders ensure that the Company and all the staff in all the entities in the group are protected and safe so as to ensure the company attracts and retains high quality staff in all areas;
  - i. review the effectiveness of the risk framework that relates to the health safety and environment in which the group entities operate;
  - ii. review the effectiveness of the systems for ensuring compliance with all applicable laws, regulations, industry code, relevant company policies and

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material licences, permits and agreements as they relate to the health, safety & environment in which the Company operates;

- iii. to perform any other tasks referred to the committee by the Board or the Executive Chairman.
- c. achieving best practice in the areas of health safety and ESG (Sustainability by);
- i. recommending policies and procedures to address all the areas that comprise those elements;
  - ii. reviewing and making recommendations to the Board in relation to significant public statements as they relate to the areas that are considered as ESG (sustainability) including assisting with the production and review of the sustainability report; and
  - iii. overseeing the creation of and review of all policies and procedures in the area considered as ESG.

### 3. Membership/Composition

The membership of the committee consists of:

- the chair, who will be an independent non-executive director; and
- at least two other non-executive directors.
- The executive chairman and the CEO/Managing director (if one is appointed) will be ex officio members of the committee and involved with all matters in relation to a & b above except those directly relating to his/her own appointment, review and remuneration.

### 4. Meetings

There should be a minimum of three meeting per annum. The quorum of the committee will be two members and the company secretary shall act as secretary to the committee.

the secretary will convene meetings of the committee at the direction of the Board or the request of the Committee Chair;

the committee will determine its own procedures and whilst the members are geographically in different countries the meetings can be held either via video or tele conference

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the committee may request management to provide any information or carry out any task that may be necessary to enable the committee to properly carry out its functions and meet its objectives

### **5. Outcome of Meetings and Minutes**

The Chair shall report the recommendations of the committee to the board after each Committee meeting and the minutes of all meetings shall be circulated to the whole board. To the extent required where a matter needs to be addressed urgently this can be done via a circular resolution which should follow a conference call or dealt with at a board meeting if it is timely.

### **6. Conflicts of Interest.**

These should be avoided where possible and in that regard the Committee may only make representations to the full board on the remuneration for the committee members and its chair and should there be a review of anyone's performance or remuneration that is in attendance at the meeting, they shall leave the meeting whilst that is considered.

### **7. Sub – Committees/Board Committees/Co-opted Assistance**

the committee may seek advice from external consultants to enable the committee to properly carry out its functions and meet its objectives at the Company's expense.

The committee is authorised to obtain independent professional advice as and when it deems necessary, including engaging independent advisers at the Company's expense as considered necessary to assist it in fulfilling its relevant duties and responsibilities.

### **8. Review of the Charter/Evaluating Performance of the Committee/Board**

The committee will review its own performance and this charter from time to time and report to the Board on any changes it considers should be made. The charter may be amended by resolution of the Board.