



## **MAGNIS ENERGY TECHNOLOGIES LIMITED**

### **HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER**

The Magnis Energy Technologies Ltd (“**Magnis**” or “**the Company**”) Board operates a **Health, Safety and Sustainability Committee** as a sub-committee of the Board.

## **1. ROLE, OBJECTIVE AND PURPOSE**

The Board of Directors for Magnis consider that an important component of conducting business is the establishment and effective management of Health, Safety and Sustainability matters. To allow this to occur, the Board in accordance with its Constitution, have established the Health, Safety and Sustainability Committee (“**HSS Committee**”)

The Primary functions of this HSS Committee are to:

- Review and oversee the development and implementation of policies and procedures that will allow Magnis to operate its business in a safe, sustainable and ethical manner; and
- Assist the Board in monitoring the decisions and actions of management in achieving the goal of making Magnis to be safe, ethical, sustainable and responsible organisation.

Specifically, the HSS Committee will have review of:

- Magnis’ actions to meet its obligation to maintain the health and safety of its people;
- The social, ethical and environmental impact of the Company activities and the various systems in place for managing compliance with policies and practices;

- Magnis compliance with regard to all relevant legal and regulatory requirements governing the matters within the HSS Committee framework.

The Committee will fulfil these responsibilities by carrying out the activities set out in Section 6 of this Charter.

## **2. MEMBERSHIP**

The Committee shall comprise a minimum of three members and all members will be members of the Board of Directors and shall be appointed by the Board.

- Member composition shall be of majority independent and Non-Executive directors of the Company;
- Each member shall have working knowledge with regards to health and safety in either a resources or energy related environment and the members between them should have sufficient understanding of the industry that the Company operates in;
- If only one Committee Member is available through unavoidable circumstances, an additional Board Member may be co-opted to the Committee for the purpose of finalising urgent business. Should the Chairperson of the Committee be absent from any Committee meeting, the other members of the Committee present at that meeting shall appoint one of their number to be Chairperson for that meeting;
- The Chairperson of the Committee shall be an independent Non-Executive Director of the Company. The Chairperson of the Board cannot be Chairperson of the HSS Committee;
- The Secretary of the Committee should be the Company Secretary or his or her designated representative if the Company Secretary is not available to attend.

## **3. MEETINGS**

- A quorum of any Committee meeting shall be two members;
- The Committee will aim to meet twice a year and more frequently if required as determined by the Chairperson of the Committee;
- Minutes of all meetings of the Committee are to be kept by the Company Secretary. The Company Secretary will also be responsible for co-ordinating

the preparation of the agenda, minutes and other supporting documentation for the meeting;

- The Managing Director and/or the Chief Executive Officer of Magnis shall normally be invited to attend the Committee meetings, but will have no voting rights;
- Any other Non-Executive Director may attend the Committee meetings. As considered appropriate by the Committee, representation of management and other relevant invitees may be invited to attend meetings and accompany Committee members on site visits;
- Subject to any provision to the contrary as set out in Section 3 of this Charter, HSS Committee meetings shall otherwise be conducted in accordance with the Board Charter.

#### **4. AUTHORITY**

- The Committee is a Sub Committee of the Board and shall have no authority independent of functions delegated to it by the Board;
- The Committee is authorised by the Board to investigate any activity it deems appropriate, consistent with its responsibilities and duties. It is authorised to seek any information from any officer or employee of Magnis of whom must co-operate with any request made by the Committee;
- The Committee is authorised to engage the services of any legal organisation or other professional services as the Committee sees fit to provide independent counsel and advice to assist in any review or investigation on various matters;
- The findings of the Committee shall not relieve the Board of any of its responsibilities.

#### **5. REPORTING**

The Chairperson of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated and tabled to all members of the Board.

At the discretion of the Chairperson and members of the Committee, any relevant matters deemed to be of major importance shall be referred to the Board for its attention.

The Committee will oversee the preparation of any reports on health, safety and sustainability related matters required by law or the ASX Listing Rules or as requested by the Board including relevant sections of the Annual Report and other shareholder documents.

## **6. RESPONSIBILITIES**

### ***A. General Responsibilities***

- The monitoring of the Company performance on Health, Safety, Sustainability and Corporate Responsibility Matters;
- Reviewing and recommending to the Board, the adoption of policies and procedures that are relevant to the Committee's responsibilities;
- Monitoring the Company compliance with relevant legislation on the matters within its responsibilities and acting as the interface between the Board and the management of the Company on HSS matters.

### ***B. Health, Safety and the Environment (HSE)***

- Monitoring the Company compliance with relevant forms of HSE legislation;
- Visiting operational sites where appropriate and possible, including consulting with employees and contractors at operational sites to familiarise the Committee members with the HSE issues associated with its operations;
- Consider and review reports submitted by management on HSE issues and performance;
- Monitoring the culture that management is promoting within the Company to facilitate compliance with and responsibility for HSE;
- Review and monitor the effectiveness of the Company HSE management systems, including the adequacy of resources and processes for identifying, assessing and aiming to avoid or minimise HSE risks.

### ***C. Sustainability***

- Monitoring the Company approach to public policy support on matters that are within the scope of the Committee's authority;
- Approving the sustainability performance indicators including the Company's carbon dioxide omission footprint and monitoring performance indicator trends;

- Considering updates and reports from management on the Company relationships with external stakeholders and how these stakeholders view Magnis, including customer satisfaction metrics relating to the Magnis brand and reputation;
- Reviewing and if applicable or appropriate, recommending the Board to approve the Magnis Annual Sustainability Report;
- Considering reports submitted by management on sustainability performance and issues.

#### ***D. Corporate Responsibility***

- Monitoring the impacts of the Company business strategies and practices and external developments that are likely to impact Magnis' reputation;
- Monitoring emerging political and public policy issues that are likely to impact the Company business activities and reputation with key stakeholders;
- Reviewing initiatives and practices in relation to Magnis' community engagement and social responsibility, including meeting with local community representatives on an annual basis;
- Reviewing and recommending to the Board any changes to be made to the Company Code of Conduct and reviewing the effectiveness of the systems for monitoring compliance within.

## **7. COMMITTEE PERFORMANCE AND REVIEW OF CHARTER**

To determine whether it is functioning effectively, the **Board** will:

- A. Review this Committee Charter every two years and deem its' appropriateness to the size and direction of the Company;
- B. Assess the performance of the Committee on an annual basis;
- C. Be able to amend the Committee Charter by a Board Resolution.

The Directors acknowledge that all proceedings of the Board and its sub-committees are strictly confidential and that a Director will be expected to resign from the Board if he or she commits a breach of this confidentiality.

The Committee Charter shall be made available on the Company website.

### **Health, Safety and Sustainability Committee Charter**

**Formed by:** Company Secretary

<b>Approver:</b>	Board of Directors
<b>Version:</b>	1.0
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