



ELDERS LIMITED

**SAFETY AND SUSTAINABILITY
COMMITTEE CHARTER**

DOCUMENT CONTROLS

Distribution	BSSC
File Name	Safety & Sustainability Committee Charter
Board Approved Date	18 April 2024
BSSC Adopted Date	18 April 2024
Business Owner	Company Secretary
Review Frequency	Every two years

1. Introduction

1.1 The Board of Elders Limited (**Elders**) has established a Safety and Sustainability Committee (the **Committee**) to assist the Board with its commitment to:

- a) Safety in each business operated by Elders. This commitment underpins Elders' business activities and is a key contributor to success.
- b) operating each of Elders' businesses in a responsible, ethical and sustainable manner; and
- c) industry leading and authentic Sustainability outcomes across Safety, community, and environment.

1.2 This Charter sets out the role and responsibilities delegated by the Board to the Committee and records how the Committee will operate.

1.3 In this charter:

- a) **CEO** means the Managing Director and Chief Executive Officer of Elders;
- b) **Company Secretary** means a company secretary of Elders;
- c) **Executive Management** means the CEO's direct reports and Executive Directors (other than the Managing Director); and
- d) **Independent Director** has the meaning given to it in the Corporate Governance Principles and Recommendations (4th edn) of the ASX Corporate Governance Council.
- e) **Safety** means all aspects of work health and safety relevant to Elders, including psychosocial safety and employee wellbeing.
- f) **Sustainability** means social, environmental and governance matters identified as relevant to Elders and Elders' stakeholders through periodic materiality assessments. This includes, but is not limited to, climate change.

2. Objectives

Elders believes nothing is so important that it cannot be done safely and in a sustainable manner.

The Committee's objectives are to:

2.1 Ensure appropriate systems, policies and processes are in place to assist Elders to deliver its commitment to Safety and Sustainability, including:

- a) Oversee the provision by management of a healthy and safe working environment and culture for all employees, contractors, clients and other visitors to Elders' work premises; and

- b) Oversee the systems, policies and processes employed by Elders to address its key Sustainability principles;
- 2.2 Ensure appropriate systems, policies and processes are in place to effectively manage, measure and improve Safety and Sustainability activities;
- 2.3 Ensure Elders adopts, monitors and applies appropriate policies and procedures that balance the creation of shareholder value with stakeholder expectations; and
- 2.4 To the extent practicable, ensure Elders complies with its internal and external obligations in connection with Safety and Sustainability.

3. Authority of the Committee

- 3.1 The Committee is to operate within the framework set out in this Charter, but Committee members may raise any other matters considered relevant to the Committee's responsibilities.
- 3.2 The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to Board. The functions of the Committee do not relieve the Board from any of its responsibilities.
- 3.3 In performing its role, the Committee may seek information from any employee or external party and, with the prior approval of the Board Chair, may obtain external independent legal or professional advice at Elders' expense.
- 3.4 The Committee's oversight authority covers Elders Limited and its subsidiaries.

4. Composition and Attendance

- 4.1 The Board will appoint and remove all members of the Committee and set the remuneration of each Committee member.
- 4.2 The Committee is to comprise at least three non-executive directors, the majority being Independent Directors.
- 4.3 The Committee Chair will be appointed by the Board and must be an Independent Director.
- 4.4 The Secretary of the Committee must be a Company Secretary.
- 4.5 A standing invitation to attend all meetings is extended by the Committee Chair to the Chief Executive Officer and Managing Director.
- 4.6 The Chief People Officer, Executive General Manager Strategy, Sustainability and Innovation; and any other employees of Elders requested by the Committee Chair, should attend all meetings.
- 4.7 Directors who are not Committee Members may attend meetings and have access to Committee papers but are not entitled to vote.

- 4.8 Independent external advisers may be engaged to consult and advise the Committee at the discretion of the Committee Chair. The Committee Chair may invite independent external advisers to attend all or part of a meeting.

5. Responsibilities

The Committee is responsible for reviewing and, where required, making recommendations to the Board on:

Strategy and Planning

- 5.1 Elders' material Safety and Sustainability topics, commitments, and strategies;
- 5.2 the adoption of frameworks developed by management for:
- a) Work Health and Safety,
 - b) Sustainability,
 - c) Environmental Management;
- 5.3 plans and targets for Sustainability matters and Safety management;
- 5.4 cultural initiatives designed to build and foster Safety and Sustainability leadership and appropriate Safety and Sustainability behaviours consistently at all employee levels within Elders;
- 5.5 the impact of changes and emerging issues in Safety and Sustainability legislation, community expectations, research findings and technology;
- 5.6 The alignment between Elders' Safety and Sustainability strategies with Elders' business strategy and objectives and Elders' values and whether those strategies adequately address material Safety and Sustainability risk facing Elders;

Operations and Performance

- 5.7 Elders' Safety and Sustainability performance;
- 5.8 execution and effectiveness of Elders':
- a) Work Health and Safety Framework;
 - b) Sustainability Framework
 - c) Environmental Management Framework
- including adequacy, integrity and effectiveness of the critical systems, policies, and processes used to manage Safety and Sustainability;
- 5.9 performance of the Elders' Safety and Sustainability functions and management;
- 5.10 adequacy, integrity and effectiveness of management's processes for ensuring and monitoring compliance with Safety and Sustainability statutory and reporting obligations;

- 5.11 reports by Elders' management on Safety and Sustainability performance, including reports on material Safety and Sustainability issues associated with the Elders' operations;
- 5.12 Safety issues associated with the operations on Elders' controlled sites, including, if feasible, by way of Committee visits to operational sites;
- 5.13 key Safety, environment and Sustainability policies;
- 5.14 reports from management regarding any significant Safety, environment or Sustainability failures or significant incidents and Elders' response to issues of concern or non-compliance relating to Safety, environment and Sustainability;
- 5.15 presentations from business unit heads on Safety management and performance of their operations;

Other

- 5.16 disclosures on matters referred to in this Charter; and
- 5.17 other matters as the Board may refer to it from time to time.

Risk

The Committee is responsible for reviewing and bringing recommendations to the Board Audit, Risk and Compliance Committee on:

- 5.18 internal processes for determining and managing Safety, environment and Sustainability risks (in line with the Resilience and Risk Framework), including compliance with laws, regulations, standards and best practice guidelines;
- 5.19 independent assurance and audit activities related to Safety, environment and Sustainability; and
- 5.20 industry trends and industry standards related to Safety, environment and Sustainability, including emerging risks and opportunities;

Remuneration

The Committee is responsible for reviewing and bringing recommendations to the Board Remuneration, People and Culture Committee on:

- 5.21 appropriate Safety-, environment- and Sustainability-related KPIs for the CEO and Executive Management and performance against those KPIs.

6. Meetings

- 6.1 The Committee shall meet at least four times a year, or more frequently as circumstances dictate.
- 6.2 Meetings may be convened at the request of the Committee Chair or the Board.

- 6.3 The Committee Chair shall be responsible for overseeing the agenda and presiding over the meetings.
- 6.4 A quorum shall consist of 2 Committee members.
- 6.5 A Company Secretary will:
 - (a) in conjunction with the Committee Chair, Chief People Officer and Executive General Manager Strategy, Sustainability and Innovation, settle agendas for and arrange meetings of the Committee so as to ensure coverage of all the Committee's business particularly the business covered by the Committee's 12 month rolling agenda;
 - (b) distribute agendas and supporting papers to members of the Committee in advance of the relevant meeting (preferably at least 5 business days); and
 - (c) attend all Committee meetings to take minutes.

7. Reporting

- 7.1 The Committee Chair will regularly update the Board on the proceedings of each meeting of the Committee and refer matters of concern and make appropriate recommendations to the Board.
- 7.2 The Committee Chair will report to the Board on such other matters as the Board may refer to the Committee from time to time.
- 7.3 Minutes of Meetings of the Committee are provided to the Committee Chair within 5 business days of the meeting, review by the Committee within one month and are tabled at the following Committee meeting.

8. Review

- 8.1 The Committee will review this charter every two years and recommend to the Board the adoption of any amendments it considers desirable.
- 8.2 Elders' Board of Directors will review the performance of the Committee annually.
- 8.3 The Committee will provide any information the Board may request to facilitate its review of the Committee's performance and its members.