



ELDERS LIMITED

**SAFETY AND SUSTAINABILITY
COMMITTEE CHARTER**



DOCUMENT CONTROLS

Distribution	BSSC
File Name	Safety & Sustainability Committee Charter
Board Approved Date	15 December 2022
BSSC Adopted Date	15 December 2022
Business Owner	Corporate Governance
Review Frequency	Annually

1. Introduction

- 1.1 The Board of Elders Limited (the **Company**) has established a Safety and Sustainability Committee (the **Committee**) to assist the Board with its commitment to:
- a) health and safety in each of the businesses operated by Elders. This commitment underpins the Company's 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 health, 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 the Company;
 - b) **Company Secretary** means a company secretary of the Company;
 - 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.

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 policies and procedures are in place to assist the Company to meet its statutory obligations and deliver the Board's commitment to health, safety, including psychological safety, and sustainability;
- 2.2 Ensure appropriate policies, procedures and systems are in place to effectively manage, measure and improve work health and safety activities;
- 2.3 Oversee the provision by management of a healthy and safe working environment and culture for all employees, contractors, clients and other visitors to the Company's work premises;

- 2.4 Oversee the systems, policies and processes employed by Elders to address its key sustainability principles; and
- 2.5 Ensure Elders adopts, monitors and applies appropriate policies and procedures that balance the creation of shareholder value with stakeholder expectations.

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 may obtain external independent legal or professional advice at the expense of the Company.
- 3.4 The Committee's oversight authority covers the Company and its subsidiaries.
- 3.5 No executive power is delegated to the Committee.

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 is a Company Secretary of the Company.
- 4.5 The duties and responsibilities of a member of the Committee are in addition to Director's duties discharged as a member of the Board.
- 4.6 A standing invitation to attend all meetings is extended by the Committee Chair to the Chief Executive Officer and Managing Director.
- 4.7 The Executive General Manager People, Culture and Safety; Executive General Manager Strategy, Sustainability and Innovation; and any other employees of the Company requested by the Committee Chair should attend all meetings.
- 4.8 Directors who are not Committee Members may attend meetings and have access to Committee papers but are not entitled to vote.

- 4.9 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 making recommendations to the Board on:

Health and Safety

- 5.1 plans and targets for work health and safety management;
- 5.2 cultural initiatives designed to build and foster health and safety leadership and appropriate health and safety behaviours consistently at all employee levels in the Company;
- 5.3 Company health and safety performance;
- 5.4 adequacy, integrity and effectiveness of the policy, critical systems, internal controls, and processes and procedures used to manage health and safety;
- 5.5 performance of the Company's health and safety function and management;
- 5.6 adequacy, integrity and effectiveness of Company management's processes for ensuring and monitoring compliance with health and safety statutory and reporting obligations;
- 5.7 impact of changes and emerging issues in work health and safety legislation, community expectations, research findings and technology;
- 5.8 reports by Company management on health and safety performance and issues including reports on material work health and safety issues associated with the Company's operations;
- 5.9 presentations from business unit heads on health and safety management and performance of their operations; and
- 5.10 work health and safety issues associated with the operations on Company controlled sites, including, if feasible, by way of Committee visits to operational sites.

Sustainability

- 5.11 development and approval of the Sustainability Framework;
- 5.12 execution and effectiveness of the Sustainability Framework;
- 5.13 development, execution and effectiveness of Elders' sustainability strategy, to ensure it is consistent with Elders' business strategy and objectives, supports Elders' values and addresses material sustainability risk facing the Company;
- 5.14 Elders' material sustainability topics, sustainability commitments, goals and strategy;

5.15 Elders' performance in relation to sustainability-related matters;

Environment

5.16 development and approval of the Environmental Management Framework;

5.17 execution and effectiveness of the Environmental Management Framework;

5.18 Elders' material environmental topics, environmental commitments, goals and strategy;

5.19 Elders' performance in relation to environmental-related matters;

Safety, Environment and Sustainability Generally

5.20 internal processes for determining and managing safety, environment and sustainability risks, particularly compliance with laws, regulations, standards and best practice guidelines;

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

5.22 key safety, environment and sustainability policies;

5.23 independent assurance and audit activities related to safety, environment and sustainability;

5.24 reports from management regarding any significant safety, environment or sustainability failures or significant incidents and the Company's response to issues of concern or non-compliance relating to safety, environment and sustainability;

5.25 industry trends and industry standards related to safety, environment and sustainability, including emerging risks and opportunities;

Other

5.26 disclosures on matters referred to in this Charter;

5.27 other matters as the Board may refer to it from time to time.

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.

5.5 A Company Secretary will:

- (a) in conjunction with the Committee Chair, Executive General Manager People, Culture and Safety 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 annually and recommend to the Board the adoption of any amendments it considers desirable.
- 8.2 The Company's 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.