



**DDH1 Limited**  
ABN 486 366 77088

# HSE & Sustainability Committee Charter

## 1. Purpose

The Health, Safety, Environment and Sustainability Committee (**Committee**) is a committee of the Board.

The Committee's role is to assist the Board to fulfil its responsibilities in relation to workplace health, safety and the environment (**HSE**) and sustainability matters arising out of the Company and its various operating business units (**Group**) activities.

This Charter details the functions and the manner in which the Committee will operate.

In making decisions and recommendations, the Committee may take into account:

- these terms of reference;
- legal requirements, including the provisions and recommendations in applicable listing rules and standards of corporate governance applicable in each of the jurisdictions in which the Group operates in;
- key market trends and the broader external environment, in particular, the existing and developing corporate governance and regulatory environment;
- the activities of the Board's other committees and, where appropriate, co-ordinate with and consider information arising out of those committees that affect the Company's risk management, financial and corporate reporting and compliance obligations;
- the constraints placed on the Group, given the Group's primary role as a contractor operating on customers' sites.
- any other factors it deems relevant

## 2. Key Responsibilities of the Committee

Specifically, the duties and responsibilities of the Committee are to review, monitor and report to, and where appropriate, recommend for approval by the Board on the following matters.

### 2.1. Health, Safety, and Environment Framework

- monitor the HSE culture of the Group.
- review and recommend to the Board for approval the Group's HSE strategy, including initiatives to minimise the Group's impact on the environment.
- review and recommend to the Board for approval Group's HSE Policies and any proposed changes to the policies.
- review, at least annually, the adequacy and effectiveness of the Group's HSE systems and resourcing, including the process for identification, assessment, elimination, avoidance, and control of HSE risks.
- review and refer to the Audit & Risk Committee, material HSE risks and mitigation controls to manage those risks.
- if applicable, review and recommend to the Board for approval, HSE or sustainability reports to shareholders, investors, and other stakeholders.

### 2.2. Directors Due Diligence

- Assist the Company's Directors to fulfil their responsibilities under workplace HSE legislation, including taking reasonable steps to:
  - receive regular updates to acquire and keep up-to-date knowledge of HSE matters.
  - receive regular updates to gain an understanding of the Group's activities and generally of the hazards and risks associated with them.
  - monitor the availability and use of resources and processes to eliminate or minimise HSE risks so far as is reasonably practicable.
  - monitor the adequacy of processes for receiving and responding to information regarding HSE incidents, hazards, and risks.
  - monitor the Group's compliance with legal and regulatory obligations, Group HSE policies, and stakeholders' expectations in relation to HSE matters.



- engage in the verification of HSE systems and controls over critical HSE risk, as is reasonably practicable.

### 2.3. Health and Safety

- review and recommend to the Board for approval the Group's annual public safety targets, including the key performance indicators for the safety component of remuneration incentive plans for the CEO and other key executives.
- consider the reports provided by Management regarding the effectiveness of health and safety management systems, including:
  - reports on workplace health and safety performance of the Group against agreed targets.
  - reports and investigations into significant health and safety incidents with the potential to have a material impact on any Group business unit, including the timeliness of the response to the incident, remediation, and the status of corrective actions to prevent reoccurrence.
  - reports on material safety enforcement actions, and Management's recommendations for improvements.
- review reports from any appointed internal or external auditor or advisor, covering material health and safety issues arising from an audit or review and the status of actions taken by the CEO.

### 2.4. Sustainability

- review and recommend to the Board for approval, the Group's public statements on sustainability targets.
- consider the reports provided by Management regarding the effectiveness of environmental management systems, including:
  - reports on the sustainability performance of the Group against agreed targets.
  - reports and investigations into significant environmental incidents with the potential to have a material impact on any Group business unit, including the timeliness of the response to the incident, remediation, and the status of corrective actions to prevent reoccurrence.
  - reports of material environmental enforcement actions, and Management's recommendations for improvements.
- review reports from any appointed internal or external auditor or advisor, covering material sustainability issues arising from an audit or review and the status of actions taken by the CEO.
- review of significant programs aimed at reducing the Group's carbon footprint.

### 2.5. Cultural Heritage and Indigenous Affairs

- monitor the Group's cultural heritage obligations and initiatives to promote indigenous affairs.

### 2.6. Other Responsibilities

- consider any other matters delegated by the Board to the Committee.

## 3. Site Visits

While the Committee will rely primarily on reporting provided by Management and independent third-party verification to carry out its role, Committee members will also participate in a program of site visits. The purpose of those visits is to increase Committee members' understanding of the health, safety, and environmental risks faced by the Group and to further raise the profile of the Company's values with employees on-site and, in particular, with site management.

Site visits are a part of the Committee's reasonable due diligence system to assess the Group's HSE regulatory compliance.

Committee members generally do not represent themselves as experts in the fields of health, safety, environment, or risk management. As such, it is not the responsibility of Committee members to conduct health, safety, or environment risk reviews when visiting sites.

## 4. Monitoring Redress of Ineffective Resources, Processes and Performance

Reporting provided by Management, auditors or independent third-party verification may indicate that the Company's resources, processes, or performance with respect to health, safety and the environment have been found to be ineffective in a material respect or otherwise unsatisfactory in a material respect.

If that occurs, the Committee will, on the Board's behalf, monitor implementation of the steps recommended by Management, auditors, or the third-party to seek to ensure that, in a timely manner, the resources, process, or performance becomes effective or otherwise satisfactory.

## 5. Access to Information and Independent Advice

The Committee shall have unrestricted access to Management, any appointed internal or external auditors, and any information to enable it to fulfil its functions appropriately.

The Committee is authorised to obtain any independent legal advice or other professional advice that it considers necessary to perform its role.

The Committee is a review and advice committee and has no decision-making authority and holds no delegated authority from the Board unless otherwise expressed in this Charter.



## 6. Membership

The Committee shall comprise a minimum of three Non-Executive Directors. The members will be appointed by the Board.

Each member will be a Non-Executive Director of the Board.

The Committee shall have a Chairperson appointed by the Board. The Committee Chairperson must be a Non-Executive Director. The Chairperson of the full Board may not chair the Committee.

Committee members should possess the appropriate skills and experience and understand the industries in which the Company operates to enable the Committee to fulfil its functions appropriately.

## 7. Meetings

The Committee shall meet as often as required to undertake its role effectively but as a minimum of three times per annum.

Any Committee member may call a meeting of the Committee.

The quorum necessary for the meeting will be a majority of members. In the absence of the Chairperson, the Committee members will elect a member to act as Chairperson for that meeting.

The Committee may meet independently of Management.

All Directors have a standing invitation to attend Committee meetings, receive copies of Committee meeting minutes, and access Committee papers.

The Committee may invite various persons to attend its meetings.

The Committee may delegate to subcommittees of the Committee.

The Company Secretary will be the secretary of the Committee.

The proceedings of all meetings shall have minutes taken by the Company Secretary.

## 8. Reporting

The Committee Chairperson, or their nominee, will report to the Board at the next Board meeting on any material matters arising out of the Committee meeting and make recommendations to the Board for decision.

The minutes of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

All Directors will be permitted, within the Board meeting, to request information of the Committee Chairperson or members of the Committee.

An annual plan will be developed for the Committee activities, and reporting on progress against the annual plan will be provided to the Board.

Each of the executive and the Company Secretary, and any appointed internal or external auditor, or advisors, will have a separate direct reporting relationship with the Chairperson of the Committee.

## 9. Reviews

The overall performance of the Committee is to be reviewed at least every two years by:

- obtaining feedback from the Board, CEO and the Company Secretary; and
- the Chairperson of the Committee assessing the contribution and performance of individual Committee members.

The Committee's Charter will be reviewed at least every two years, and any amendments are to be approved by the Board.

A handwritten signature in black ink, appearing to read "Diane Smith-Gander".

Diane Smith-Gander (AO)  
Chairperson of the Board  
**DDH1 LIMITED**

Approved by the Board on 24 March 2022