



# **SUSTAINABILITY, HEALTH, SAFETY, ENVIRONMENT & COMMUNITY COMMITTEE CHARTER**

## **CORPORATE GOVERNANCE**

*DRA Global Limited*

ABN 75 622 581 935

DRA-00-CG-CH-004

Revision: 2

## APPROVAL

Name	Title	Signature	Date
Peter Mansell	Chairman of the Board DRA Global Limited		Approved by the Board on 10 November 2021

## REVISION RECORD

Revision	Description	Date
1	Approved by the Board	2 April 2020
2	Approved by the Board	10 November 2021

## ABBREVIATIONS

Terms	Definition
Board	The board of directors of DRA Global Limited
CEO	The Chief Executive Officer and Managing Director of DRA Global, being a member of the Board
COO	The Chief Operating Officer of DRA Global
Committee	The Sustainability, Health, Safety, Environment and Community Committee, a committee of the Board
Company	DRA Global Limited ACN 622 581 935
Company Secretary	The Company Secretary of DRA Global Limited
Director	A person appointed as a director of DRA Global
DRA Global	DRA Global Limited ACN 622 581 935
DRA Group	DRA Global Limited and its subsidiaries, associates, and joint ventures
SHSEC	Sustainability, Health, Safety, Environment and Community

## TABLE OF CONTENTS

1	PURPOSE .....	5
2	KEY RESPONSIBILITIES OF THE COMMITTEE .....	5
3	MONITORING REDRESS OF INEFFECTIVE RESOURCES, PROCESSES AND PERFORMANCE.....	6
4	SITE VISITS .....	6
5	ACCESS TO INFORMATION AND INDEPENDENT ADVICE.....	7
6	MEMBERSHIP .....	7
7	MEETINGS.....	7
8	REPORTING .....	7
9	REVIEWS .....	8

## 1 PURPOSE

The Sustainability, Health, Safety, Environment and Community Committee is a committee of the Board. The Committee's role is to assist the Board to fulfil its responsibilities in relation to:

- sustainability;
- health and safety;
- the environment;
- community relations;
- climate change;
- human rights; and
- security and emergency management.

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 Company is listed;
- key market trends and the broader external environment, in particular the existing and developing health, safety and environmental regulatory environment; and
- any other factors it deems relevant.

The Committee is one of review and advice and has no decision-making authority and holds no delegated authority from the Board except as resolved by the Board or stated in this Charter. It provides oversight and makes recommendations to the Board for its consideration regarding matters within the scope of the Committee's functions as set out in this Charter and, if the Board considers it appropriate, ultimate approval.

The deliberations and work of the Committee do not reduce the individual and collective responsibilities of the Board regarding the fiduciary duties and responsibilities of the Directors, and the Board must continue to exercise due care and judgment in the exercise of its functions, in accordance with their statutory obligations. The duties and responsibilities of the members of the Committee as set out in this Charter are in addition to those duties and responsibilities that they have as members of the Board.

## 2 KEY RESPONSIBILITIES OF THE COMMITTEE

Specifically, the duties and responsibilities of the Committee are to review and report to, and where appropriate recommend for approval by, the Board on sustainability, health, safety, environment and community practices and compliance with relevant health, safety, and environmental laws.

The Committee's responsibilities include:

### 2.1 Sustainability, Health, Safety, Environment and Community (SHSEC) Frameworks and Compliance

- reviewing and monitoring the appropriateness and effectiveness of the DRA Group's sustainability and HSEC frameworks and strategies, including initiatives designed to support sustainability activities and the minimisation of the DRA Group's impact on the environment.
- reviewing and approving the DRA Group's HSEC Policy and Sustainability Policy every two years.
- reviewing material HSEC risks and processes to manage those risks.
- undertaking reasonable steps in exercising due diligence to ensure the DRA Group is meeting its SHSEC regulatory compliance requirements.

## 2.2 DRA Group SHSEC Performance

- reviewing and endorsing to the Board for approval the DRA Group's annual public SHSEC targets.
- considering the reports provided by management regarding the effectiveness of SHSEC systems, the outcomes of any independent assurance and audit process and industry best practice, including:
  - a. monitoring, reviewing, and evaluating the performance of the DRA Group against agreed SHSEC targets, including non-compliances;
  - b. reviewing reports and investigations on significant SHSEC incidents, near-misses and enforcement actions, and monitor management's recommendations for improvements following these incidents;
  - c. recommending to the People, Culture and Remuneration Committee, prior to each financial year, appropriate key performance indicators for the SHSEC component of the DRA Group's annual incentive plan; and
  - d. determining and referring to the People, Culture and Remuneration Committee, at the end of each financial year, the outcome of its evaluation of the SHSEC component of the DRA Group's annual incentive plan.

## 2.3 SHSEC Reporting

- where the Company prepares a sustainability report in accordance with a relevant sustainability reporting framework, the Committee will:
  - a. reviewing that report and recommend it to the Board for approval; and
  - b. making recommendations on specific actions or decisions the Board should consider in relation to that report.
- reporting to the Audit and Risk Committee on material SHSEC risks identified or emerging and the outcomes of any evaluation of the SHSEC management system.
- reviewing and endorsing to the Audit and Risk Committee the SHSEC section of the annual internal audit plan.

## 2.4 Human Rights Oversight

- reviewing and monitoring key human rights issues and the DRA Group's processes to support and respect the protection of human rights.

## 2.5 Security & Emergency Management Framework

- reviewing and monitoring the effectiveness of the security and emergency management framework.

## 3 MONITORING REDRESS OF INEFFECTIVE RESOURCES, PROCESSES AND PERFORMANCE

Reporting provided by management or independent third-party verification may indicate that the DRA Group's resources, processes or performance with respect to SHSEC have been found to be ineffective in a material respect or otherwise unsatisfactory in a material respect.

In that event, the Committee will, on the Board's behalf, monitor implementation of the steps recommended by management or the third party to seek to ensure in a timely manner that the resources, process, or performance become effective or otherwise satisfactory.

## 4 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 SHSEC risks faced

by the DRA Group and to further raise the profile of sustainability and SHSEC values with employees and management.

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

## **5 ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

The Committee shall have unrestricted access to management and any information to enable it to fulfil its functions appropriately.

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

## **6 MEMBERSHIP**

The Committee's members will be appointed by the Board.

The Committee will be comprised of at least three members, and a majority of whom are Non-Executive Directors and considered to be independent.

The Committee shall have a Chairperson appointed by the Board. The Committee Chairperson will be an independent Non-Executive Director who is not the Chairperson of the Board.

Committee members should possess the appropriate skills and experience and have an appropriate understanding of the industries in which the Company operates to enable the Committee to fulfil its functions appropriately. At least one member of the Committee should have experience in health, safety, or environment matters. The skills and experience of the Committee members shall be appropriately documented.

The Company Secretary will be the secretary of the Committee.

## **7 MEETINGS**

The Committee shall meet as often as required to undertake its role effectively, and at least three (3) times each year. Any Committee member may call a meeting of the Committee.

The quorum necessary for a 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 invite various persons to attend its meetings. The CEO, COO and DRA Group SHSEC lead are required to attend Committee meetings. Invitees may participate in the business and discussions of the Committee but have no voting rights.

All Directors have a standing invitation to attend Committee meetings, receive copies of Committee meeting minutes, and have access to Committee papers, unless the Committee determines that a conflict of interest may exist or that a Director may have material personal interest in a matter to be discussed.

The notice and agenda of Committee meetings will include relevant supporting papers and must be made available to the Committee no later than five (5) days prior to the meeting date.

Minutes will be prepared of the proceedings of all Committee meetings, and the minutes (or a link to the minutes) are to be included in the Board papers of the next Board meeting following the Committee meeting.

Minutes must be prepared, approved by the Committee Chairperson, circulated to Committee members, and recorded in the Company's minutes books within 28 days of the meeting. The minutes must be endorsed by the Committee and signed by the chairman of the relevant meeting, or the chairman of the next meeting, no later than at the next Board or Committee meeting

## **8 REPORTING**

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

The minutes and agenda of a prior Committee meeting (or a link to the minutes) will be included in the Board papers for the next Board meeting.

All directors are permitted during a Board meeting to request information of the Committee Chairperson.

An annual plan will be developed for the Committee's activities, and the Committee Chairperson will report to the Board on progress against the annual plan.

## **9 REVIEWS**

This Charter will be reviewed at least every two years and any amendments are to be approved by the Board.