



Safety Health and Environment Committee Charter

GrainCorp Limited

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GrainCorp

1 Purpose

- 1.1. The Board of Directors (**Directors**) of GrainCorp Limited (**the Company**) has constituted this Safety Health and Environment Committee (**SHEC**) to assist the Board in fulfilling its safety, health and environment responsibilities.
- 1.2. This Charter sets out the responsibilities of the SHEC, its membership and the manner in which its activities should be conducted.

2 Scope and Authority

- 2.1. The Board authorises the SHEC, within the scope of its responsibilities to:
 - 2.1.1. Engage independent legal advisors and other advisors as it deems necessary to carry out its duties, in accordance with the Company's procedures pertaining to the engagement of external legal services.
 - 2.1.2. Ensure the attendance of Company officers at meetings as appropriate.
 - 2.1.3. Have unrestricted access to members of management, employees and relevant information.
 - 2.1.4. Report to and seek advice and direction from the Board and other committees of the Board as appropriate.
- 2.2. The SHEC's work does not relieve the Board of any of its responsibilities.

3 Membership

- 3.1. The SHEC shall be comprised of at least three members, a majority of whom must be independent Directors.
- 3.2. The SHEC may include one or more members, with appropriate skills and experience, who may not be a member of the Board, and who shall be appointed by the Board on the recommendation of the SHEC.
- 3.3. A quorum will comprise two members of the SHEC.
- 3.4. The Chair of the SHEC will be an independent Director.
- 3.5. The Chair of the SHEC reserves the right to exclude a member or other invited attendee from attending a SHEC meeting, on the basis that the SHEC may deal with a sensitive matter which could relate to that particular member/attendee, or a matter concerning that member/attendee where there may be an actual or perceived conflict.

4 Attendance at Meetings

- 4.1. The SHEC may invite such other persons to its meetings, as it deems necessary.
- 4.2. Meetings shall be held not less than four times a year and at any other time at the request of the Board or as the SHEC determines.
- 4.3. Meetings may be held by the members communicating with each other through any means by which they can participate in discussion even though they may not be physically present in the same place.
- 4.4. The Secretary of the SHEC will be the Company Secretary, unless the Board or the SHEC determine otherwise. The Secretary will take minutes of all meetings and keep records of all meetings held, papers submitted to meetings and recommendations made by the SHEC.
- 4.5. Any dissenting member of the SHEC shall be entitled to have his/her opinion recorded in the minutes.
- 4.6. The SHEC may pass or approve resolutions by circular resolution as required. A circular resolution will be deemed to be passed when the last member entitled to vote signs or consents to the resolution. A copy of the written resolution passed by the SHEC shall be provided to the SHEC's next meeting.
- 4.7. Members of the SHEC should endeavour to attend every meeting of the SHEC.

5 Responsibilities

- 5.1. The primary responsibilities of the SHEC include overseeing, and evaluating the overall effectiveness of the Company's safety, health and environment framework (**SHE Framework**).
- 5.2. In relation to the SHE Framework, the SHEC will:
 - 5.2.1. annually review the SHE Framework and all associated policies and initiatives, ensuring monitoring and reporting processes are effective and that all regulatory requirements are satisfied;
 - 5.2.2. oversee Group safety, health and environmental risks;
 - 5.2.3. oversee any program or system of external safety, health and environment auditing;
 - 5.2.4. review and endorse to the Board for approval the annual safety, health and environment strategy, including safety and/or environmental related targets;
 - 5.2.5. receive reports on fatalities, serious incidents and environmental matters within the Group and the recommendations for improvement following these incidents;
 - 5.2.6. monitor and review safety, health and environmental information across the Group and make any recommendations to the Board regarding these issues; and

- 5.2.7. in conjunction with the Audit & Risk Committee, oversee and monitor the Independent Assurance Program as it relates to the SHEC's responsibilities, and ensure that significant findings and recommendations from the Independent Assurance Program are received, discussed and appropriately acted upon by the Company's management.
- 5.3. The SHEC will review, and recommend to the Board for approval, any new policies and procedures or amendments to existing policies and procedures in respect of safety, health and environment matters relevant to the Company, excluding those which fall within the remit of another committee of the Board.

6 Committee Performance

- 6.1. The SHEC will evaluate its performance on an annual basis.

7 Approval and Revision

- 7.1. The SHEC shall review its Charter every two years (or earlier if required) and recommend any required changes to the Board for approval.

Approved by the Board on 23 August 2022.

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