

## 1. Role of the Committee

- 1.1 The role of the Health, Safety & Environment Committee (**Committee**) is to assist the Board of Directors (**Board**) in the effective discharge of its responsibilities in relation to health, safety, and the environment.
- 1.2 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and make recommendations to the Board in relation to the outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 1.3 The Committee has unrestricted access to employees and records and is authorised to take advice from external parties as appropriate at Perilya's expense.

## 2. Duties

- 2.1 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties:
- 2.2 **General Duties**
  - (a) Promote throughout the Perilya Group a strong culture which values health, safety and the environment.
  - (b) Review the Health, Safety & Environment ("**HS&E**") policies of the Perilya Group and any recommendations for change and recommend to the Board any changes.
  - (c) Review HS&E performance for the Perilya Group.
  - (d) Review reports from the Health, Safety & Environment Management Committee ("**Management Committee**"); and
  - (e) Review investigations of major HS&E incidents within the Perilya Group;
- 2.3 **Audit of HS&E Systems**
  - (a) Consider audits and reports in relation to HS&E systems, processes and resourcing throughout the Perilya Group and recommend to the Board appropriate measures and responses.
- 2.4 **Compliance**
  - (a) Review HS&E compliance, including compliance standards, and provide appropriate recommendations for change to the Board.
  - (b) Consider developments in relevant HS&E legislation and regulations and provide appropriate recommendations for change to the Board.
- 2.5 **Reporting**
  - (a) Provide recommendations on HS&E matters as appropriate to the Board.
  - (b) Inform the Board of any significant HS&E matter.

- (c) Investigate and report on HS&E matters requested by the Board.

## **3. Membership**

- 3.1 The Committee will consist of at least two (2) independent, non-executive Directors and the Chief Executive Officer.
- 3.2 The Company Secretary or their nominee will act as the secretary to the Committee.

## **4. Meetings**

### **4.1 Meeting Frequency**

The Committee will meet as frequently as required but not less than four times each year.

Any member of the Committee or the Secretary to the Committee may call a meeting of the Committee.

### **4.2 Quorum**

All members of the Committee must attend to form a quorum.

### **4.3 Committee Agenda and Papers**

Committee agendas should be settled by the Chairman in conjunction with the Company Secretary, and Committee papers should be provided to Committee members sufficiently far in advance of scheduled meetings to permit adequate preparation.

### **4.4 Professional Advice**

The Committee may have access where necessary to professional advice from external advisers, and may meet with external advisers without management being present.

## **5. Reporting**

### **5.1 The Committee Chairman will:**

- (a) report to the Board on the proceedings of each Committee meeting (to the next Board meeting); and
- (b) attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

## **6. Assessment**

- 6.1 At least once each year the Committee and the Board will review the performance of the Committee, including the performance of individual Committee members.
- 6.2 At least once each year the Committee will review this Charter and make recommendations to the Board in relation to any proposed change to this Charter.