



Boral Limited Health, Safety & Environment Committee Charter

Updated and adopted by Boral Limited Board 5 December 2019

Boral Limited
ABN13 008 421 761

Health, Safety & Environment Committee Charter

1. Role and Authority

The role of the Health, Safety & Environment Committee (**Committee**) is to assist the Board of Boral Limited in fulfilling its oversight of the Group's strategies, systems, policies and practices in respect of health, safety and environment (**HSE**) matters.

In performing its role, the Committee supports the activities of Management to enhance the HSE culture of the Group through its interactions with employees and others during meetings and site visits.

The Committee will review and monitor:

- the effectiveness of the Group's policies, systems and governance structure for identifying and managing health, safety and environment risks which are material to the Group;
- the policies and systems within the Group for ensuring compliance with applicable legal and regulatory requirements associated with health, safety and environment matters;
- the performance of the Group, assessed by reference to agreed targets and measures, in relation to health, safety and environment matters, including the impact on employees, third parties and the reputation of the Group;
- the output of the Group's audit performance in relation to health, safety and environment matters;
- the adequacy of the Group's systems for reporting actual or potential accidents, breaches and significant incidents, and review of investigations and remedial actions in respect of any significant incident, and
- the Group's material reports which are prepared and lodged in compliance with its statutory obligations concerning the environment and sustainability reporting.

In carrying out its responsibilities the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- obtain independent professional advice in the satisfaction of its duties at the cost of Boral; and
- have such direct access to the resources of Boral, as it may reasonably require, including employees.

The Committee acts primarily as an advisory body to the Board and in making recommendations to the Board. The Committee does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

The Committee is responsible to undertake the functions of a risk committee as set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (as amended from time to time) as they relate to the Group's operational risks specific to health, safety and environment matters.

2. Composition

The Committee shall comprise at least three non-executive Directors the majority of whom the Board considers to be independent. The Board will determine each Director's independence having regard to any past and present relationships with the Group which, in the opinion of the Board, could influence the Director's judgement.

The Chairman of the Committee is to be selected by the Board, and shall be one of the independent directors. A quorum for Committee Meetings is two members of the Committee.

3. Meetings and site visits

The Committee shall meet not less than three times a year or more frequently as circumstances require.

Committee members will participate in a program of HSE site visits, where the purposes of these visits include:

- increasing the Committee members' understanding of HSE risks faced by the Group and raising the profile of HSE risk management with employees and others on site and in particular, with site management
- reviewing and monitoring whether Management's commitment, culture, resources and systems to manage HSE matters are effective.

Non-executive Directors who are not members of the Committee may attend any Committee Meeting to observe proceedings.

The CEO & Managing Director, the Group HSE Director, the Group Environmental Advisor, the Group General Counsel and the Company Secretary shall be available to attend all Committee Meetings. The Committee may invite such other members of the management team and such other people as it deems appropriate to attend the Committee and to provide information as necessary so that the Committee may be fully informed on the relevant matter.

Committee Minutes will be confirmed at the following Meeting of the Committee and shall be noted by the Board at the appropriate time.

4. Reporting

The key matters discussed at each Committee Meeting are to be ordinarily reported by the Chairman of the Committee to the Board at the next most appropriate Board Meeting. The report should cover all matters relevant to the Committee's role and responsibilities, including:

- recommendations regarding matters within the scope of this Charter;
- matters required by any listing rule, legislation, regulatory body or other regulatory requirement, and
- other matters that require Board action or approval.

The Committee will also consider if any material matters arising out of each Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

5. Other matters

The Committee shall review this Charter at least annually and, if appropriate, recommend changes to the Board.

The Committee shall also perform any other activities consistent with this Charter that the Committee or Board deem appropriate.