
Austin Engineering Limited

Effective 21 November 2019



Occupational Health & Safety Committee Charter

What is the purpose of this Charter?

This Charter describes the Committee's role as a committee of the Board.

This Charter has been approved by the Board and the Committee. It may be reviewed and amended by the Board at any time.

The Committee will review this Charter each year to ensure that it appropriately documents, and assists the Committee to perform, its role.

What is the Committee's role?

The Committee will assist the Board to fulfil its oversight responsibilities with respect to health and safety policy, risk management and controls, compliance and reporting affecting the Austin Group.

What are the Committee's responsibilities?

Health and Safety

Notwithstanding the formation of the Committee and adoption of this Charter, the responsibility for the day to day oversight and management of health and safety has been delegated by the Board to the CEO, who in turn may further delegate operational health and safety issues, while retaining overall responsibility for health and safety, the Board however retains ultimate responsibility. Responsibility for appropriately managing and responding to significant safety incidents or hazards in a timely manner, and the processes for responding to them, is the overall responsibility of the CEO.

The Committee's responsibilities are as follows:

- Commitment to and providing direction for Austin Group's zero harm philosophy.
- Monitor Austin Group's occupational health and safety risk management system that supports Austin's commitment to implementing a best practice health and safety management program to minimise health and safety risks to the Austin Group's employees, contractors and visitors.
- Understand the material health and safety risks involved in the Austin Group's activities.
- Review the Austin Group's performance in managing material health and safety risks.
- Identify the minimum objective evidence required by the Committee to be provided by the CEO including, without limitation, monthly lost time injury reports, total recordable injury frequency rates trends, reporting on any identified significant health and safety issues or non-compliance, evidence of training, audits and corrective action required.
- Review such objective evidence provided to the Committee by the CEO.
- Review the Austin Group's plans to improve health and safety performance.
- Review compliance with regulatory requirements and understand emerging regulations and stakeholder expectations.

- Ensure that the systems and processes for identifying, assessing and management health and safety risks of the Austin Group are adequately monitored, reported and controlled, including where considered, through internal and external audit.
- Review the adequacy and effectiveness of the Austin Group's workplace health and safety practices, including review and (if required) making recommendations as to the appropriateness of safety audit processes.
- Make recommendations with regard to the Austin Group ensuring that resources are available to support the ongoing implementation of the Austin Group's health and safety management program.
- Monitor the health and safety objectives described in the Company's Occupational Health and Safety Standard. Review and evaluate Austin's progress and performance against those objectives and ensure regular reports are received by the Board.
- Safety related issues that have strategic, business or reputational implications are identified, reviewed and monitored.

Other responsibilities

Review any other matter referred to the Committee by the Board or CEO/Managing Director relating to health and safety matters.

Who does the Committee report to?

The Chair will report to the Board and, if appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

Who are the Committee members?

The Board will appoint at least three non-executive Directors to the Committee with the majority being independent Directors. The Chair will be appointed by the Committee, will be an independent Director and will not be the Chair of the Board or the CEO. In the absence of the Chair, the Committee members must elect one of their number as chair for that meeting. The Chair does not have a casting vote.

The Committee's composition will be reviewed on an annual basis by the Board. However, the Board may in its discretion, remove and replace any of the Committee's members at any time. Members of the Committee may withdraw from membership by written notification to the Board.

Can the Committee obtain external advice?

If the Committee considers it necessary or appropriate to do so, it can retain external consultants or advisers to provide advice and/or reports in discharging its responsibilities.

What are the Committee's powers?

The Committee has wide ranging powers to seek information, reports, explanations from the Austin Group, including to question any employee of the Austin Group and any consultant, contractor and internal or external auditor or person who for the time being is acting in any of those positions or performing those functions in respect of any matters it considers relevant or incidental to the discharge of its responsibilities.

The Committee may retain the services of, and meet with, consultants and advisors "in camera" as it determines.

The Committee may, in its discretion, delegate all or a portion of its function and responsibilities to a sub-committee of the Committee, which will comprise no less than two members.

The Committee's powers are investigative and advisory only. The Committee shall have **no power to make determinations** on behalf of the Company but will make recommendations to the Board on matters for Board determination.

How are the Committee's meetings regulated?

The Committee will meet at least twice annually and more frequently if determined appropriate by the Committee or the Board.

The Committee's meetings will be regulated in accordance with the Constitution.

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

A quorum is at least two members.

Administrative support will be provided to the Committee by the Company Secretary.

The CEO, CFO and the Group Occupational Health & Safety Manager may attend any of the Committee's meetings.

The Committee may invite any Director or senior executive of the Company or any external consultant or adviser to attend the Committee's meetings.

Definitions

Austin or the Company	Austin Engineering Ltd ACN 078 480 136.
Austin Group	The Company and its subsidiary companies from time to time, operating divisions, business units and joint ventures (where relevant)
Board	The board of Directors of Austin.
CEO	The chief executive officer of Austin.

CFO	The chief financial officer of Austin.
Chair	The chair of the Committee.
Charter	This document as amended from time to time.
Committee	The occupational health and safety committee of the Board.
Constitution	The constitution of the Company.
Director	A director of Austin.
Managing Director	The managing Director of Austin.
