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**Austin Engineering Limited**

Effective 21 November 2018



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# **Safety Committee Charter**

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**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. 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.

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**What is the Committee's role?**

The Committee will assist the Board to fulfil its oversight responsibilities with respect to health and safety matters affecting the Austin Group.

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**What are the Committee's responsibilities?**

**Health and Safety**

- Commitment and 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.
- The adequacy and effectiveness of the Company's compliance with relevant safety legislation and regulations.
- The adequacy and effectiveness of the workplace health and safety practices including review and oversight of appropriate safety audit processes.
- Ensure 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.
- Significant safety incidents or hazards and processes for responding to them are managed appropriately and responded to in a timely manner.
- Safety related issues that have strategic, business or reputational implications are identified and monitored.

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**Other responsibilities**

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

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<b>Who does the Committee report to?</b>	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.
<b>Who are the Committee members?</b>	<p>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 Board, will be an independent Director and will not be the Chair of the Board or the CEO.</p> <p>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.</p>
<b>Can the Committee obtain external advice?</b>	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.
<b>What are the Committee's powers?</b>	<p>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.</p> <p>The Committee may retain the services of, and meet with consultants and advisers "in camera" as it determines.</p> <p>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.</p> <p>The Committee's powers are investigative and advisory only. The Committee shall have <b>no power to make determinations</b> on behalf of the Company but will make recommendations to the Board on matters for Board determination.</p>
<b>How are the Committee's meetings regulated?</b>	<p>The Committee will meet at least twice annually and more frequently if determined appropriate by the Committee or the Board.</p> <p>The Committee's meetings will be regulated in accordance with the Constitution.</p> <p>Administrative support will be provided to the Committee by the Company secretary.</p> <p>The CEO, CFO and the Group Occupational Health &amp; Safety Manager may attend any of the Committee's meetings.</p> <p>The Committee may invite any Director or senior executive of the Company or any external consultant or adviser to attend the Committee's meetings.</p>

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## Definitions

<b>Austin or the Company</b>	Austin Engineering Ltd ACN 078 480 136.
<b>Austin Group</b>	The Company and its subsidiary companies from time to time, operating divisions, business units and joint ventures (where relevant)
<b>Board</b>	The board of directors of Austin.
<b>CEO</b>	The chief executive officer of Austin.
<b>CFO</b>	The chief financial officer of Austin.
<b>Chair</b>	The chair of the Committee.
<b>Charter</b>	This document as amended from time to time.
<b>Committee</b>	The nomination and remuneration committee of the Board.
<b>Constitution</b>	The constitution of the Company.
<b>Director</b>	A director of Austin.
<b>Managing Director</b>	The managing Director of Austin.