



Safety Committee Charter

Role of the Committee

The Safety Committee (Committee) assists the board (Board) of Austin Engineering Limited (Company) in fulfilling its responsibilities and oversight with respect to Workplace Health and Safety policy, Health and Safety risk management and critical hazard controls, compliance and reporting.

Composition, Size and Structure

- (a) The Committee should consist of:
 - (i) a majority of independent Directors;
 - (ii) be chaired by an independent Director; and
 - (iii) have at least three members.
- (b) The members of the Committee will be appointed and removed by the Board.

Meetings and Administration

- (a) the Committee will meet as frequently as necessary, but at least twice a year.
- (b) a quorum for any meeting will be at least two Committee members.
- (c) the Company Secretary will be the Secretary of the Committee.
- (d) the Committee may invite other persons to attend meetings, if considered appropriate by the chair of the Committee, for example external consultants or specialists.
- (e) the Committee may, with the approval of the Committee chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.

The Committee shall ensure:

- i. each member of the Committee is given reasonable notice of a Committee meeting;
- ii. the chair of the Committee calls a meeting at the request of any Committee member, the Managing Director, or the Company Secretary;
- iii. formal minutes of meeting of the Committee are taken by the Company Secretary and available for inspection by any director of the Board; and
- iv. any person who has a material personal interest in a matter being considered by the Committee must not be present at a meeting of the Committee, when that matter is being considered.



Reporting to the Board

The chair of the Committee (or a person nominated by the chair of the Committee for that purpose) must report to the Board at its next meeting on all material matters and recommendations relevant to the Committee's duties and responsibilities. Where any Committee member has a contrary view to a Committee decision, that view is to be reported to the Board.

Duties and Responsibilities

The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to the Company's:

- understand the material Health and Safety risks involved in the Company's activities;
- review the Company's performance in managing material Health and Safety risks;
- review the Company's plans to improve Health and Safety performance;
- review compliance with regulatory requirements and understand emerging regulations and stakeholder expectations; and
- ensure that the systems and processes for identifying, assessing and managing Health and Safety risks of the Company are adequately monitored, reported and controlled, including where considered, through internal and external audit.

Authority

The Committee is empowered to investigate any matter within the scope of this Charter and make recommendations to the Board, with full access to all books, records, company operations, and people of the Company and the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.

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

Committee Performance

The Committee will review this Charter as often as it considers necessary.

The Board will, as often as it considers necessary, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

The Committee shall make an evaluation of its performance as often as it considers necessary to determine whether it is functioning effectively by reference to current best practice.

The Board may change this Charter (including the responsibilities of the Committee) from time to time.