

Health, Safety and Sustainability Committee Charter

Worley Limited “Worley”



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Worley Limited
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1. Role

The role of the Committee is to assist the Board of Worley Limited (“Worley”) to fulfil its responsibility to oversee health, safety and sustainability matters arising out of the Worley Group’s activities, where sustainability encompasses consideration of environmental, social issues and the United Nations Sustainable Development Goals. In discharging its role and making recommendations to the Board, the Committee will consider and advise on whether the resources, processes, policies, and procedures in relation to health, safety and sustainability, and the Group’s performance in relation to these matters, align with Worley’s purpose, values and desired culture.

2. Membership of the Committee

The Committee will have at least three members and be comprised solely of non-executive directors, with the majority being independent directors. The Board will appoint the Chair of the Committee, who should be an independent director.

The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution.

Members of management must not be appointed members of the Committee. Non-committee members may attend meetings of the Committee at the invitation of the Committee Chair, who will have regard to potential conflicts of interest when making invitations. All non-executive directors have a standing invitation to attend all the Committee meetings but only Committee members are required to attend. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.

3. Administrative matters

It is intended that the Committee will meet at least four times a year at a time coincident with Board meetings and that at least one of those meetings be coincident with the presentation of the annual review of Director Duties Report. The Committee will meet as often as Committee members deem necessary in order to fulfil their role.

The Committee or an individual member may seek independent advice, at the company’s expense, where the committee or the individual member considers such advice necessary or appropriate.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the company.

The Committee may obtain information from and consult with the CEO or other internal management resources, as it considers appropriate.

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least five working days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be reviewed and discussed. Any member may, and the Group Company Secretary must, convene a meeting of the Committee upon a member's request.

The Group Company Secretary (or their delegate) will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director, provided that no conflict of interest exists.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

Meetings and proceedings of the Committee are governed by the provisions of the Worley Constitution regulating meetings and proceedings of the Board.

4. Reporting

The Committee Chair will provide a report of the actions of the Committee at the next Board meeting. The minutes and agenda of the prior Committee meeting will be accessible by all directors. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

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

5. Responsibilities and functions

In this section "Group" means the group of companies formed by Worley and each of its subsidiaries.

Recommendations regarding resources, processes and performance

Based on reporting provided by management and, as requested by the Committee, any independent third-party verification, the Committee will monitor, review and make recommendations to the Board regarding:

- the effectiveness of:
 - Group resources and processes for identifying and managing health, safety, sustainability risks, with any relevant recommendations to also be made to the Audit and Risk Committee;
 - Group processes for appropriately escalating health, safety and sustainability incidents, and for appropriately responding to reports of such incidents;
 - Group processes for complying with health, safety and sustainability laws; and
 - any reports received on significant health, safety or sustainability failure incidents;
- significant developments applicable to the Group's health, safety and sustainability practices and disclosures;

- Group performance with respect to health, safety and sustainability, including whether or not management is satisfactorily achieving its health, safety (including psychosocial safety) and sustainability objectives;
- whether or not the Board should approve the health, safety and sustainability aspects of the Group's risk management plans;
- how applicable United Nations Sustainable Development Goals can be used to guide the Group's health, safety and sustainability practices;
- the Group's climate-change approach and associated disclosures, including with reference to guidance from the Task Force on Climate-Related Financial Disclosures, with any relevant recommendations to also be made to the Audit and Risk Committee; and
- the Group's reporting on sustainability, Climate Change Position Statement and related disclosures.

Recommendations regarding independent third-party verifiers

Based on information provided by management, the Committee will make recommendations to the Board as to:

- the identity of the firms to be appointed by the Group from time to time to verify the effectiveness of the Group's resources, processes and performance with respect to health, safety and sustainability;
- the scope of each such firm's role; and
- the frequency with which such verifications are to be undertaken.

Monitoring redress of ineffective resources, processes and performance

Reporting provided by management or independent third-party verification may indicate that the Group's resources, processes or performance with respect to health, safety and sustainability have been found to be ineffective in a material respect or otherwise unsatisfactory in a material respect.

If that occurs, the Committee will, on the Board's behalf, monitor implementation of the steps recommended by management or the third party to seek to ensure that, in a timely manner, the resources, process or performance become effective or otherwise satisfactory.

Site visits

While the Committee will rely primarily on reporting provided by management and independent third-party verification to carry out its role, Committee members will also participate in a program of site visits where practicable. Site visits may be a physical site visit, a virtual site visit or other forms of site leadership engagement. The purpose of site visits is to enhance Committee members' understanding of the health, safety, and sustainability risks faced by our people and the Group, to demonstrate safety leadership and to further raise the profile of health, safety and sustainability risk management with our people on site and, in particular, with site management.

Committee members generally do not represent themselves as experts in the fields of health, safety, and sustainability or risk management. As such it is not the responsibility of Committee members to conduct health, safety or sustainability risk reviews when visiting sites.

6. Review

The Board will annually review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may recommend to the Board amendments to the Charter to alter the responsibilities, functions or membership of the Committee.