



Make a *Difference*

Safety Health & Environment Committee Charter

21 February 2019



1. PREAMBLE

- 1.1 In accordance with its Charter, the Board of Ricegrowers Limited (“SunRice”) has established the Safety, Health and Environment Committee to assist it in carrying out its responsibilities and to consider certain issues and functions in detail.
- 1.2 The Board requires that each Board Committee must have its own Charter to set out matters relevant to the Committee’s composition, responsibilities and administration. It is also required that the Committee Charter is approved by the Board and reviewed by the Committee at least every two years.

2. ROLE

- 2.1 The objective of the Safety Health and Environment (SHE) Committee is to:-
 - Support the provision of a robust SHE Management Culture and System that ensures SunRice (and its subsidiaries) (collectively “**SunRice Group**”) meets its SHE obligations with the ultimate goal of achieving and maintaining Zero Harm across the SunRice Group.
 - Ensure that the Work, Health and Safety Policy and the Environment Policy is understood and implemented by all stakeholders.
 - Ensure that the Board of SunRice exercises due diligence in ensuring that SunRice Group meets its obligations under all applicable work, health, safety and environment legislation.
- 2.2 The Committee will carry out its functions by:-
 - Monitoring and reviewing the commitment of SunRice to the health and safety of its people.
 - Reviewing SunRice's environmental priorities and commitments, including management systems and strategy plans.
 - Ensuring that these priorities are integrated within SunRice's operating framework and long term values.
 - Ensuring the development and promotion of a Zero Harm philosophy and culture and its subsequent implementation across SunRice.

3. MEMBERSHIP

- 3.1 The Committee shall comprise a minimum of four Directors.
- 3.2 The members of the Committee and the Chairperson of the Committee will be appointed by the Board.
- 3.3 A quorum will consist of three Directors.
- 3.4 The Company Secretary shall be the Secretary of the Committee.
- 3.5 The composition of the Committee will be considered annually by the Board.

4. AUTHORITY

- 4.1 The Committee is a committee of the Board and will have no authority independent of the functions delegated to it by the Board.
- 4.2 The Committee is authorised to investigate any activity within the terms of this Charter and to seek such information it requires from any employee or external party and to obtain, at the cost of the Company (subject to the approval of the Chairman of the Board) outside independent professional advice and to secure the attendance of external parties with relevant experience if it considers this necessary.

5. ROLES AND RESPONSIBILITIES

- 5.1 The Committee is responsible for:-

5.1.1 Health and Safety Management Systems and Priorities

- 5.1.1.1 Reviewing and monitoring the effectiveness of SunRice's Health and Safety Culture and Management System, including the adequacy of the process for managing Health and Safety risk.
- 5.1.1.2 Monitoring SunRice's Health and Safety performance, including lead and lag indicators with a view to providing a desirable outcome for all stakeholders including investors, customers, employees and the community.
- 5.1.1.3 Ensuring compliance with relevant Health and Safety legislation and SunRice's Health and Safety policy with the ultimate goal of achieving and maintaining Zero Harm across the SunRice Group.
- 5.1.1.4 Reviewing extreme and high Health and Safety risks and issues that are difficult to close or repeat issues and reviewing action plans put in place to mitigate those risks and prevent incidents.
- 5.1.1.5 Ensuring that the Work, Health and Safety Policy is understood and implemented by all stakeholders.
- 5.1.1.6 Reviewing the SunRice's Health and Safety initiatives and programs and their effectiveness.
- 5.1.1.7 Considering reports submitted by Management on Health and Safety performance and issues.
- 5.1.1.8 Review key Health and Safety Management policies and any proposed changes thereto.

5.2 Environment

- 5.2.1 Ensure compliance with relevant Environmental legislation
- Quality Assurance
 - Ensuring that the Environmental Policy is understood and implemented by all stakeholders.

- Reviewing SunRice's Environmental principles and policies and monitoring performance indicators.
- Reviewing Environmental priorities and targets and monitoring implementation.
- Considering reports submitted by Management on Environmental performance and issues.
- Review key Environment Management policies and any proposed changes thereto.

6. MEETINGS

- 6.1 Other Board members may attend meetings with reasonable notice and may request copies of Committee papers, but shall not be entitled to vote.
- 6.2 Employees and relevant advisors, as requested by the Committee, may be invited to attend meetings but shall not be entitled to vote.
- 6.3 The Chairman of the Committee shall call meetings as necessary, but not less than quarterly.
- 6.4 The Chairman of the Board, Chief Executive Officer, and General Manager Operations may consult with the Chairman with a view to the Chairman convening a meeting if it is considered necessary.
- 6.5 The Chairman shall review the agenda for each meeting prior to its issue.
- 6.6 Any Committee member may have input to the agenda.
- 6.7 A Notice of Meeting, the agenda, and supporting documentation for each meeting must be given to each member of the Committee and the Secretary within a reasonable time for each meeting. However, the non-receipt of any notice of a meeting does not affect the validity of the convening of the meeting. Each Board member, who is not a member of the Committee, shall receive notice of a meeting.
- 6.8 Unless determined otherwise by the Committee, or waived by a majority of members of the Committee to whom notice of a particular meeting is sent, the period of notice for each meeting is at least 7 days.
- 6.9 Decisions at a meeting of the Committee shall be determined by a majority of votes of the Members present and voting. The Chairman of the Committee shall have a casting vote in addition to a deliberative vote.
- 6.10 Members should use their best endeavours to attend every meeting of the Committee which may be by telephone or videoconference, if appropriate.

7. REPORTING

- 7.1 Minutes of meetings will be tabled for discussion at the following Board Meeting and the Committee Chairman will update the Board about Committee activities and make appropriate recommendations, as required.
- 7.2 If required at other Board Meetings, the Committee will update the Board on any significant matters arising since the last Board meeting.
- 7.3 The Committee will prepare any reports required by law or listing rules or requested by the Board.

8. REVIEW

8.1 **Committee Performance**

The Committee shall –

- 8.1.1 Evaluate its performance every two years.
- 8.1.2 Assess the achievement of the requirements of the Charter and report the results to the Board.
- 8.1.3 Obtain feedback on the Committee's performance from the Board.

8.2 **Review of Committee Charter**

The Committee shall review the Committee Charter periodically (at least every two years) and recommend any amendments to the Board for approval.

9. OTHER

The Committee shall perform any other responsibilities as may be delegated to and by the Board from time to time.