



Health, Safety, Environment and Sustainability Committee Charter

Maas Group Holdings Limited CAN 632 994 542 (Company)

Updated and adopted by the Board on 28 June 2024

Health, Safety, Environment and Sustainability Committee Charter

1. Introduction

1.1 Background

This is the charter of the Health, Safety, Environment, and Sustainability Committee (**Committee**) established by the board of directors of the Company (**Board**) (**Charter**). This Charter governs the operations of the Health, Safety, Environment and Sustainability Committee. It sets out the Committee's role and responsibilities, composition, structure and membership requirements

1.2 Role of the Committee

The primary function of the Committee is to assist the Board in enabling the Company to operate its businesses safely, ethically, responsibly and sustainably in the communities in which it operates. The Committee will oversee and monitor health, safety, and environment matters including their risks or impacts arising out of the Company's activities. The Committee will ensure the promotion, establishment and integration, across the Company, of the principles of health, safety, environment and sustainability as the foundation of good management and good business.

The Committee will have oversight and review of:

- (a) the Company's actions to meet its duty to ensure the protection of people and the environment;
- (b) the effectiveness of the Company's policies, systems and governance structure for identifying, monitoring, and managing health, safety, and environment risks which are material to the Company;
- (c) the implementation of carbon neutral targets and emissions initiatives to reduce the Company's impact on climate change;
- (d) other initiatives to enhance the Company's sustainable business practices and reputation as a responsible corporate citizen including on land use, air and water pollution, biodiversity, waste, energy efficiency, water management, native title and culture heritage ensuring the Company's compliance with applicable legal and regulatory frameworks in respect of health, safety and environment matters;
- (e) the performance of the Company, in relation to health, safety, environment and sustainability targets and measures adopted by the Company, including in relation to climate change;

- (f) the appropriateness of the Company's systems for reporting actual or potential accidents, breaches and significant incidents, and review of investigations and remedial actions in respect of any significant incident involving a health, safety or environment matter;
- (g) the integration of the principles of health, safety, environment and sustainability in the formulation of the Company's corporate strategy and risk management framework; and
- (h) the Company's reports which are prepared and lodged in compliance with its statutory obligations concerning the environment, to which the Committee will liaise with the Audit and Risk Committee.

1.3 Responsibilities of Committee

The Committee is also responsible for:

- (a) providing advice and recommendations to the Board on health, safety and environment matters;
- (b) acting as an interface between the board and management on health, safety and environment matters.
- (c) monitoring health, safety, environment and sustainability related performance with a view to providing outcomes acceptable to workers, the community, customers and investors; and
- (d) considering reports submitted by management on health, safety, environment and sustainability performance and issues.

2. Membership

2.1 Composition and size

The Committee will consist of:

- (a) a majority of independent directors; and
- (b) at least two members.

The Company will disclose the members of the Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee. The term of service of Committee members will be reviewed by the chairman at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

2.2 Chairperson

The chairperson of the Committee (**Chairperson**) must be an independent non-executive director who is not the Chairperson of the Board.

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

2.3 Secretary

The company secretary is the secretary of the Committee (**Secretary**).

3. Committee Meetings and Processes

3.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

The Board will disclose the number of times the Committee met throughout that financial year and the individual attendance of each Committee member at those meetings.

3.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively, but not less than twice a year.

The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, or the Chairperson of the Board.

3.3 Quorum

Two members constitute a quorum for meetings of the Committee.

3.4 Attendance by non-members

The Committee chairperson may invite directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

3.5 Notice

The Chairperson determines the meeting agenda after appropriate consultation. The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees within a reasonable period before each proposed meeting of the Committee.

3.6 Access to information and advisors

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate.

This may include requesting management or engaging external consultants to provide information to the Committee. The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

3.7 Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its meetings. The Chairperson, or its delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

4. Evaluation of Committee

The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company. The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this Charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

5. Review and Publication of Charter

The Committee will review this Charter from time to time to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. This Charter may be amended by resolution of the Board.

This Charter will be available on the Company's website and the key features will be published in the annual report or a link provided to this Charter or a summary on the website.