



Namoi Cotton Limited

Workplace Health, Safety and Environment
Committee Charter

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1.0 Introduction

This Workplace Health, Safety and Environment (“WHSE”) Committee Charter sets out the composition, role and responsibilities of the WHSE Committee (the “Committee”). The Committee is established by the Namoi Cotton Board.

2.0 Composition of the Committee

The Committee will be comprised of a minimum of four (4) Non-Executive Directors to be nominated by the Board.

For the Committee:

- (a) appointment of Committee members is reviewed annually;
- (b) the effect of ceasing to be a Director of the Board is the automatic termination of appointment as a member of the Committee;
- (c) members will have a working familiarity with basic, occupational health, safety and environmental principles applicable to the Namoi Cotton Limited group;
- (d) it is appropriate that members of the Committee have a range of different backgrounds, skills and experiences, having due regard to the operational and environment in which Namoi Cotton Limited undertakes business;
- (e) at least one member of the Committee should have occupational health, safety and environmental management expertise and at least one member should have a detailed understanding of the industry in which Namoi Cotton Limited operates; and
- (f) new members appointed to the Committee are required to undertake a formal induction, the induction includes understanding the occupational health, safety and environmental policies for the Namoi Cotton Limited group and understanding this Charter.

To ensure that the Committee is fulfilling its duties to the Board, the Committee will:

- (a) review, at least annually, the Committee Charter and recommend to the Board any appropriate amendments for approval; and
- (b) with the inclusion of the Board, conduct an annual assessment of its performance against its chartered duties and responsibilities and provide a report of the findings to the Board.

The Chairperson of the Committee will be nominated by the Board. If the Chairperson is not present at a Committee meeting, then the members present must elect one of the Committee members attending to Chair the meeting.

The Company Secretary for Namoi Cotton Limited will act as the secretary for the Committee.

3.0 Key Responsibilities of the Workplace Health, Safety and Environment Committee

The Committee is responsible for reviewing and assessing the adequacy of Namoi Cotton Limited’s occupational health, safety and environment framework, which will include:

- (a) reviewing and recommend policies necessary to be implemented to protect health and safety of employees, visitors and contractors who work with the Namoi Cotton Limited group;
- (b) identify occupational health and safety risks or exposures and engage with Management to introduce systems and procedures to mitigate such risks;

- (c) encourage and promote improvement in occupational health, safety and environment performance of the Namoi Cotton Limited group;
- (d) monitor and assess the occupational health, safety and environmental risks for the Namoi Cotton Limited group;
- (e) evaluate the overall effectiveness of Namoi Cotton Limited's occupational health, safety and environment framework;
- (f) receive reporting from Management on any independent review or findings in relation to the occupational health, safety and environment framework for the Namoi Cotton Limited group;
- (g) review and monitor the application of the Namoi Cotton Limited group Work Health Safety & Environment Policy;
- (h) receive from Management reporting on lost time injuries (LTI's);
- (i) receive from Management the annual internal safety and environmental reports and discuss the findings with Management;
- (j) receive from Management reporting on any environmental incidents notified to any environmental regulatory or agency; and
- (k) receive immediately from Management any notices issued to Namoi Cotton Limited group for breaches of the occupational health, safety and environment legislation.

4.0 Systems and Controls

The Committee will review and assess Namoi Cotton Limited groups occupational health, safety and environment systems, controls framework and recommend changes for implementation from time to time.

5.0 Meetings, Process and Quorum

The Committee will meet at least three (3) times a year and additionally as required. Four members of the Committee constitutes a quorum.

The Chief Operations Officer, Chief Executive Officer, Chief Financial Officer and Company Secretary are invited to attend the Committee meetings.

The Company Secretary will keep the minutes for Committee meetings.

The relevant documents to be considered at Committee meetings will be distributed by the Company Secretary to all Committee members.

The Committee may invite, by standing invitation, to any person to attend all or part of a scheduled Committee meeting. Only Committee members are eligible to vote at Committee meetings.

6.0 Reporting to the Board

The Committee will update the Board from time to time and make relevant recommendations in relation to matters arising for consideration by the Committee.

7.0 Access

The Committee has the right to:

- (a) access all books, records and documents for the Namoi Cotton Limited group; and
- (b) appoint and engage independent legal or external risk management advice in relation to its duties, subject to the prior approval on expenditure by the Chairperson of the Board (which may not be unreasonably withheld).

8.0 Committee Performance

The Committee will review its performance annually and report to the Board periodically.

9.0 Review of Charter

The Committee will review the Charter at least annually and recommend to the Board of any changes for approval.

10.0 Publication

The Charter will be available on the Namoi Cotton website.