



# SHECS Committee Charter

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## Summary

This Charter sets out the role and responsibilities of the Board's SHECS Committee, as well as outlining the procedural mechanisms for the appointment of its members, its meetings, and other proceedings.

## 1. Role of the Committee

The primary role of the Safety, Health, Environmental, Community, and Sustainability ('SHECS') Committee ('Committee') of the Board of Directors ('Board') of Sims Limited ('Sims' or the 'Company') is to review and oversee the Company's SHECS policies, programs and practices that affect, or could affect, the Company's employees, customers, stakeholders and neighbouring communities, and to assist the Board to fulfil and discharge its SHECS obligations.

## 2. Composition of the Committee

The Committee shall comprise at least three directors of the Company, with a majority being independent directors.

Appointments, rotations, and resignations of Committee members will be recommended to the Board by the Chairperson of the Committee ('Committee Chairperson').

The Committee Chairperson shall be appointed by the Board and shall be an independent director.

The Group Company Secretary of Sims, or their designee, will act as Secretary of the Committee.

## 3. Operations of the Committee

The Committee shall meet at least four times per year or more frequently if circumstances require it.

The Committee members will be notified of the dates, times, and venues of each meeting of the Committee by the Secretary as far in advance as possible. An Agenda and supporting papers for each Committee meeting shall be circulated to Committee members and other relevant individuals, where practical, no later than five business days prior to the time of the meeting.

Any director may attend meetings of the Committee. The Committee may extend an invitation to any person (internal or external) whom it considers appropriate to attend all or part of any meeting of the Committee.

The required quorum for a meeting of the Committee will be reached where at least two Committee members are present, including the Committee Chairperson.

Only members of the Committee are entitled to vote on a resolution of the Committee. Resolutions are passed by simple majority. Where required, the Chairperson shall have a casting vote OR the matter will be escalated to the Board for decision. The Committee may pass resolutions without a meeting in the manner set out in the Constitution of the company.

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which they have an actual or perceived conflict of interest.

A Committee meeting may be held by Committee members by any technological means by which they are able to simultaneously hear each other and participate in discussion. The minutes of the meeting shall record the method of communication by which the meeting was conducted.

Minutes of a Committee meeting shall be taken and circulated prior to the next Committee meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes.

## 4. Functions of the Committee

### 4.1 Company SHECS policies

- Periodically review the appropriateness of the terms of the Company's SHECS policies.
- Monitor the effectiveness of the Company's Management System to achieve the requirements of the applicable Company SHECS policies and applicable laws and regulations. Review major programs, initiatives and strategies that support the SHECS policies of the Company, including consideration of targets for indicators of SHECS performance.

### 4.2 Review SHECS-related risks and emerging issues

- Monitor and review SHECS-related risks which are relevant to the Company's operations and services. Review emerging SHECS-related public policy issues and assess the Company's process for identifying and managing such issues.
- Obtain reports and updates on any significant environmental, health, and safety incidents
- Monitor and review the Company's approach to sustainability, including climate change and associated public disclosures
- Monitor and review the Company's major SHECS-related litigation and other major SHECS related legal matters
- Review the Company's approach to Human Rights, including Modern Slavery and related disclosures.

### 4.3 Stakeholder engagement and advocacy priorities

- Review and provide guidance to Company management regarding the Company's engagement with industry and non-governmental organizations concerning corporate responsibility. Review the Company's public policy and advocacy priorities associated with SHECS issues. Monitor the Company's corporate reputation as it relates to SHECS matters and provide guidance regarding the protection of the Company's reputation thereto.

The Committee will report and make recommendations to the Board on any and all such matters to which the Board has referred to the Committee.

#### 4.4 Governance:

The Committee will also:

- a. Review this Charter at least annually and recommend any update as deemed necessary; and
- b. Perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively by reference to current best practice.

## 5. Authority of the Committee

The Committee, via the Committee Chairperson, shall have the authority to conduct or authorise investigations into any matter within the scope of the Committee's Charter with full access to all books, records, facilities and personnel of Sims. As the Committee deems necessary or appropriate to carry out its duties, it is authorized to select, engage (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisers or consultants.