

Health, Safety and Environment Committee Charter

Document Owner: **PGG Wrightson Board of Directors**

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Health, Safety and Environment Committee Charter

1. Purpose/Objectives

- 1.1. The objective of the Health, Safety and Environment (HSE) Committee of PGG Wrightson Limited (PGW) is to assist the Board to provide leadership and policy in consistently discharging their responsibilities in the governance of Health, Safety and safety related Environmental considerations at PGW.
- 1.2. The purpose of the PGW HSE Committee Charter is to define the activities, processes, and supporting structures that the Board will adopt to meet its responsibilities in relation to health, safety and environmental matters (as they relate to safety e.g., hazardous substances) arising out of the activities of PGW.
- 1.3. The HSE Committee's approach to managing health, safety and safety related environmental risks is to be based on a continuous improvement methodology to achieve increasing maturity in our health and safety culture and embed strong environmental management across PGW. The management of these risks includes a preventative management approach as well as a compliance focus to ensure all obligations are being met.

2. Authority

- 2.1. The Board authorises the Committee to perform activities within the scope of its responsibilities in section 5 of this Charter. The Board may assign priorities and strategic objectives to the Committee regarding new or emerging HSE risks as they see fit.
- 2.2. The Committee will make recommendations to the Board on all matters requiring a decision beyond its authority.
- 2.3. The Committee has authority to obtain outside legal or other independent professional advice if it considers this necessary. Committee expenditure is to be approved by the Board (within DLA).

3. Constitution and Membership

- 3.1. The HSE Committee is a committee of the Board of Directors.
- 3.2. The Board shall appoint a chair of the Committee, and the Company Secretary will take minutes.
- 3.3. The HSE Committee members are all Directors. The Chief Executive Officer and General Manager People & Safety are required attendees. All members of the PGW Executive and any other key team members will be invited to participate and present items of specificity to their area of organisational accountability.
- 3.4. A sub-group of the HSE Committee may be created to review specific action items to recommend and endorse items for Committee approval.

4. Meetings

- 4.1. A quorum for meetings is four members of the Committee, including the Chair. Alternates may be used to cover non-attendance of Committee members with 48 hours prior notice to the Chair.
- 4.2. Members may attend in person or by teleconference/videoconference.
- 4.3. The HSE Committee may request the attendance of any member of management, any employee or other such persons including external advisors, as it considers necessary to carry out its objectives and/or to provide appropriate information or explanations.
- 4.4. Meetings shall take place at each of PGW's regular Board meetings. Any member of the Committee may request an additional meeting if they consider it necessary.
- 4.5. Reasonable notice of meeting agendas and business to be conducted will be given to Committee members. Full papers for all meetings will be circulated to Committee members by the Committee Secretary no less than one working week in advance of any scheduled meeting. Minutes will be circulated to Committee members within one working week of the meeting.
- 4.6. The minutes and a report on the recommendations and outcomes of the Management Group HSE

Committee meeting will be provided by the Chair of the HSE Committee for noting and discussion.

4.7. Action progress will be tracked at HSE Committee meetings.

5. Responsibilities

5.1. The HSE Committee is to assist Directors to consistently discharge their responsibilities by focusing on the governance and leadership of health, safety and safety related environmental considerations at PGW, having regard to the law and the highest standards of governance, including to:

- a) Review policy and strategy determining PGW's direction for HSE management and/or make recommendations on policy and strategy for approval to the Board;
- b) Monitor the Company's progress against HSE policies and strategy;
- c) Review and approve the Company's annual safety & wellbeing plan and environmental management plan, including setting key performance indicators;
- d) Monitor the Company's progress against the relevant plans, reviewing performance to plan and key performance indicators;
- e) Exercise due diligence to ensure that PGW complies with its duties and obligations under the Health and Safety at Work Act 2015 (HSWA), the Resource Management Act 1991, the Environment Act 1986, and any other relevant legislation and regulation. With regard to the HSWA, this will include:
 - i. acquiring and keeping up-to-date knowledge of work health and safety matters;
 - ii. gaining an understanding of PGW's operations and generally of the hazards and risks associated with those operations;
 - iii. ensuring PGW has available for use, and uses, appropriate resources and processes to eliminate or minimise health and safety risks;
 - iv. ensuring PGW has appropriate processes for receiving, considering, and responding in a timely way to information about incidents, hazards, and risks;
 - v. ensuring that PGW has, and implements, processes for complying with any duty or obligation it has under the HSWA; and
 - vi. verifying the provision and use of the resources and processes referred to in (iii) to (v).
- f) Ensure an annual review of the integrated HSE management system is conducted to determine the effectiveness of the Company's systems to identify and manage HSE hazards and risks and report the findings of such a review to the Board;
- g) Monitor the progress of, and responses to, external health, safety & environmental audits and reviews and report to the Board;
- h) Monitor management of serious incident events, including high potential events and incidents that require external notification or result in regulatory non-compliance notices and report the findings of such reviews to the Board;
- i) Review the Company's practices both for enabling staff and their representatives to participate in decision-making, implementation and monitoring of workplace health and safety and to support the recovery and rehabilitation of employees in the event of work-related injury or illness; and
- j) Ensure that contractors and suppliers used by the organisation have satisfactory HSE standards.

6. Review of Charter and Committee Performance

6.1. The Charter will be reviewed bi-annually or at the request of any Committee member and amended as appropriate. The Charter and amendments must be approved by the Board.

6.2. A copy of this Charter will be published on <https://www.pggwrightson.co.nz>