



**Boral Limited
Health, Safety & Environment Committee
Charter**

Updated and adopted by the Boral Limited Board on 7 August 2023

Boral Limited
ABN 13 008 421 761

Health, Safety & Environment Committee Charter

1. Role and Authority

The role of the Health, Safety & Environment Committee (**Committee**) is to assist the Board of Boral Limited in fulfilling its oversight of the Group's strategies, systems, policies and practices in respect of health, safety and environment (**HSE**) matters.

The Committee acts primarily as an advisory body to the Board and in making recommendations to the Board. The Committee does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

2. Composition

The Committee shall comprise at least three Directors. The Chair of the Committee is to be selected by the Board. A quorum for Committee Meetings is two members of the Committee.

3. Meetings and site visits

The Committee shall meet at least three times a year.

Committee members will participate in a program of HSE site visits, where the purposes of these visits include:

- increasing the Committee members' understanding of HSE risks faced by the Group and raising the profile of HSE risk management with employees
- reviewing and monitoring whether management's commitment, culture, resources and systems to manage HSE matters are effective.

Non-executive Directors who are not members of the Committee may attend any Committee Meeting to observe proceedings.

The CEO & Managing Director ("CEO"), the EGM Enterprise Services & Standardisation, the Head of Health & Safety, Head of Environment and the General Counsel & Company Secretary shall be available to attend all Committee Meetings. The Committee may invite such other members of the management team and such other people as it deems appropriate to attend the Committee and to provide information as necessary so that the Committee may be fully informed on the relevant matter.

4. Reporting

The key matters discussed at each Committee Meeting are to be ordinarily reported by the Chair of the Committee to the Board at the next Board Meeting.

The Committee will also consider if any material matters arising out of each Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

5. Responsibilities

The Committee will:

- review and monitor the effectiveness of the Group's policies, systems and governance structure for identifying and managing health, safety and environment risks which are material to the Group;
- review and monitor the policies and systems within the Group for ensuring compliance with applicable legal and regulatory requirements associated with health, safety and environment matters;
- review and monitor the performance of the Group, assessed by reference to agreed targets and measures, in relation to health, safety and environment matters;
- approve the internal audit plan, and review and monitor any internal audit reports, in relation to health, safety and environment matters;
- review and monitor the adequacy of the Group's systems for reporting actual or potential significant incidents, regulatory breaches;
- review and monitor significant incident investigations and remedial actions; and
- approve the Group's material disclosures concerning the environment and health and safety.

In carrying out its responsibilities the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- obtain independent professional advice in the satisfaction of its duties at the cost of Boral; and
- have such direct access to the resources of Boral, as it may reasonably require, including employees.

The Committee is responsible to undertake the functions of a risk committee as set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (as amended from time to time) as they relate to the Group's operational risks specific to health, safety and environment matters.

6. Other matters

The Committee shall also perform any other activities consistent with this Charter that the Committee or Board deem appropriate.

The Committee shall review this Charter at least biennially and, if appropriate, recommend changes to the Board.