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1 POLICY

The Downer EDI Limited Zero Harm Committee has been established to assist the Board in its oversight of the Company’s compliance with its health, safety, environment and sustainability commitments, including Zero Harm, and its legal and regulatory obligations.

2 PURPOSE

This Charter sets out the functions and responsibilities of the Zero Harm Committee and how the Zero Harm Committee will operate. The Zero Harm Committee has the power to make decisions about any of its responsibilities as set out in this Charter.

3 SCOPE

The Board, the Zero Harm Committee and the Company.

4 RESPONSIBILITIES AND FUNCTIONS

4.1 Responsibility and Functions Generally

The Zero Harm Committee is broadly responsible for overseeing the following:

- a) the Company’s workplace health and safety and environment and sustainability policies, including Zero Harm;
- b) workplace health and safety matters; and
- c) environment and sustainability matters.

4.2 Policies

The Zero Harm Committee is responsible for:

- a) ensuring that the Zero Harm initiative is a core value and priority across the Company;

- b) overseeing the development and implementation of systems, procedures, policies and practices to ensure the Company complies with its workplace health, safety, environment and sustainability obligations and commitments, including Zero Harm;
- c) ensuring the Company's workplace health, safety, environment and sustainability policies and practices are reviewed on a regular basis (but at least once every two years) to ensure they are current, effective and in line with leading practice;
- d) ensuring appropriate performance measures and targets to monitor compliance with the Company's workplace health, safety, environment and sustainability policies and practices, including Zero Harm, are established (including auditing those policies and practices in accordance with applicable Australian Standards); and
- e) monitoring the Company's performance against the established performance measures and targets to ensure this framework facilitates continuous improvement in workplace health, safety, environment and sustainability matters.

4.3 Workplace Health and Safety

The Zero Harm Committee is responsible for:

- a) overseeing the development and implementation of Company-wide processes and procedures (including reporting systems and investigations) to ensure compliance with the Company's legal and regulatory obligations relating to workplace health and safety;
- b) ensuring these processes and procedures are regularly reviewed to ensure that all material workplace health and safety risks are identified, reported and investigated, and that remedial action is taken when required;
- c) monitoring the Company's reporting systems for actual or potential breaches of workplace health and safety legal and regulatory obligations, any accidents and incidents and any investigations and remedial action; and
- d) where appropriate, liaising with the Risk Committee to determine whether the Company's risk management and emergency planning procedures relating to workplace health and safety are effective.

4.4 Environment and Sustainability

The Zero Harm Committee is responsible for:

- a) overseeing the development and implementation of Company-wide processes and procedures (including reporting systems and investigations) to ensure compliance with the Company's legal and regulatory obligations relating to the environment and sustainability;
- b) ensuring these processes and procedures are regularly reviewed to ensure that all material environmental and sustainability risks are identified, reported and investigated, and that remedial action is taken when required;
- c) monitoring the Company's reporting systems for actual or potential breaches of environment and sustainability legal and regulatory obligations, any accidents and incidents and any investigations and remedial action; and
- d) where appropriate, liaising with the Risk Committee to ensure that the Company's risk management and emergency planning procedures relating to the environment and sustainability are effective.

5 ADMINISTRATION

5.1 Operational Guidelines

The *Operational Guidelines for the Board Committees* ("the Guidelines") sets out the procedures and requirements to ensure the Zero Harm Committee fulfils its specific role and responsibilities.

The Guidelines form part of, and must be read with, this Charter. If there is an inconsistency about a specific procedure or requirement between this Charter and the Guidelines, the arrangements set out in this Charter apply.

5.2 Attendees

The Zero Harm Committee may invite any person to attend any meeting or part of any meeting of the Zero Harm Committee.