

Scales Corporation Limited

Health & Safety and Sustainability

Committee Charter

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HEALTH & SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

1.0 Constitution

1.1 The Health & Safety and Sustainability Committee (the *Committee*) shall be a committee of the board of directors (the *Board*) of Scales Corporation Limited (*Scales* or the *Company*).

2.0 Purpose

2.1 The purpose of the Committee is to, amongst other things:

- a. assist the Board to provide leadership and policy for health & safety and sustainability;
- b. assist the Board to fulfil its responsibilities and to ensure compliance with all legislative and regulatory requirements in relation to the health and safety practices of the Company as those activities affect employees and contractors;
- c. support the ongoing improvement of health and safety in the workplace;
- d. support sustainability initiatives across the Company; and
- e. assist the Board to oversee and respond to climate-related risks and opportunities to ensure the long-term sustainability of the Company and to reduce its impact on the environment.

3.0 Duties and Responsibilities

3.1 The Committee does not take actions or make decisions on behalf of the Board. The Board has delegated certain functions to the Committee, which is responsible for, among other things:

Health and Safety

- a. reviewing the health and safety policies of the Company;
- b. monitoring the Company's compliance with health and safety legislation and regulatory requirements and the reporting of accidents, incidents and issues;
- c. setting health and safety targets in consultation with the Board and assessing performance against those targets;
- d. seeking assurance that the Company is effectively structured to manage health and safety related risks, including having competent staff, adequate communication procedures and proper documentation;
- e. reporting to the Board quarterly on health and safety matters affecting the Company and at other times as determined by the Committee or as directed by the Board;

- f. reviewing all health and safety incidents that meet the definition of serious harm under the Health and Safety at Work Act 2015 occurring across the Company and considering appropriate action and recommendations to be made to the Board to minimise the risk of recurrence;

- g.

Sustainability:

- h. reviewing, and ensuring appropriate reports are provided on sustainability initiatives across the Company;
- i. [ensuring appropriate sustainability processes, policies and procedures are in place and are being followed. Includes those related to climate risk assessment, CRD and emissions inventory reporting.
- j. Reviewing and if necessary updating climate related risks and opportunities
- k.
- l. Reviewing materiality issues on a periodic basis;
- m. reviewing Scales' sustainability strategy;
- n. ensuring appropriate metrics and targets for managing sustainability including climate-related risks and opportunities of the Company are set and monitored in consultation with the Board and management;
- o. assessing performance against climate-related targets, including seeking external assurance where required; and
- p. [ensuring that executives and management are equipped with the appropriate skills and resources to undertake sustainability and climate-related initiatives].

4.0 Membership

- 4.1 The Committee will comprise at least two members, all of whom are directors. At least one member of the Committee must be an independent director.
- 4.2 The Committee will be structured to ensure that, as a collective group, it has the skills, experience and knowledge to fulfil its role and responsibilities. The Committee may, from time to time, co-opt external experts if the Committee believes this would assist the Committee to discharge its responsibilities.
- 4.3 The Board shall appoint a Chairperson from among the members of the Committee. The Chairperson is to be an independent director.
- 4.4 The appointment and removal of the Committee members shall be the responsibility of the Board.
- 4.5 The Company shall identify the members of the Committee each year and record their meeting attendance in its annual report.

5.0 Secretarial and Meetings

- 5.1 The secretary of the Committee shall be appointed by the Board. The secretary is responsible, in conjunction with the Committee Chairperson, for co-ordination of all Committee business including an annual work programme, meeting scheduling, agendas, papers, minutes, Charter and policy reviews and communication with the Board.
- 5.2 A quorum of members of the Committee shall be a majority of members.
- 5.3 The Committee may have in attendance such members of management and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.
- 5.4 All directors who are not members of the Committee shall be entitled to attend meetings by standing invitation. Employees shall only be entitled to attend meetings of the Committee at the invitation of the Committee.
- 5.5 Any person may be asked to leave the meeting at the Chairperson's discretion.
- 5.6 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Board.
- 5.7 Proceedings of all meetings will be in accordance with the Constitution and otherwise as determined by the Chairperson of the Committee.
- 5.8 Meeting agendas will be distributed to all Board members regardless of whether they are members of the Committee.
- 5.9 Minutes of all meetings shall be kept.

6.0 Authorities

- 6.1 The Committee will make recommendations to the Board on all matters within its responsibilities under this Charter which require the Board's decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 6.2 The Committee is authorised by the Board, at the Company's expense, to obtain such outside legal or other independent information, and to consult with such management and outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

7.0 Review of the Committee

- 7.1 The Committee will undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed (as against this Charter) by the Board and any other person the Board considers appropriate.

8.0 Reporting Procedures

- 8.1 As soon as practicable after each Committee meeting the Committee will communicate its findings and recommendations to the Chairperson of the Board.
- 8.2 The minutes of all Committee meetings will be circulated to members of the Board. Extracts from the minutes will be made available to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

9.0 Accountability to the Board

- 9.1 This Charter has been approved by the Committee and the Board. The Committee reviews the Charter annually and recommends any proposed changes to the Board for approval.