



Charter

Risk & Sustainability Committee Charter

Inghams Group Limited (Company)
ACN 162 709 506

Adopted by the Board on 16 August 2023



Risk & Sustainability Committee Charter

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors of Ingham's Group Limited;
- a majority of independent directors;
- an independent chair, who is not chair of the Board; and,
- a minimum of 3 members of the Board.

Committee membership must not be identical to the Finance and Audit Committee.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management and advisors, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

It is intended that the members of the Committee, between them, should have a sufficient understanding of the industry in which the Company operates, to be able to effectively discharge the Committee's responsibilities.

The Company Secretary, or his or her delegate, is minute secretary for meetings of the Committee.

2 Role & Responsibilities

2.1 Overview

The Committee's key responsibilities and functions are to support and advise the Board and oversee:

- (a) The process of identification and management of all material and emerging risk (excluding management of financial risk which is the responsibility of the Finance & Audit Committee).
 - (1) Health, Safety, Quality and Environment (HSQE) risk: Including risks associated with Workplace health and safety matters (including "chain of responsibility" ("CoR") under Heavy Vehicle National laws); Quality and food safety matters; and Environmental matters. ("HSQE"); and
 - (2) All other material risks (not of a financial nature overseen by the Finance & Audit Committee or relating to people and remuneration risk, overseen by the People & Remuneration Committee), including, but not limited to, risks associated with cybersecurity, digital disruption, brand and reputational, social risks, conduct risks and regulatory matters.
- (b) Ingham's sustainability strategy and its implementation plans

Where appropriate, liaising with the Finance & Audit Committee and People & Remuneration Committee to refer matters that have come to the attention of the Committee that are relevant to those Committees.

2.2 Risk

The Committee's primary role with respect to risk management and compliance is to review and report to the Board on the Company's risk management framework, including:



- (a) the adequacy of the Company's processes for managing risk;
- (b) policies for risk management;
- (c) overseeing the implementation and effectiveness of the Company's risk management framework and identification of all material risk and implementation of programs to address such risks;
- (d) a program of internal audits to test the adequacy of, and compliance with, non-financial risk policies and programs; and,
- (e) action undertaken to redress areas of material weakness including incidents involving fraud or other break down of the entity's internal controls.

2.3 Risk management and compliance

The following are intended to form part of the normal procedures for the Committee's risk and compliance responsibilities:

- Reviewing and making recommendations to the Board on the strategic direction, objectives and effectiveness of the Group's risk management policies for all material risks.
- Review the Company's risk appetite and risk tolerance, as determined by the Board on a holistic enterprise-wide basis, and with respect to relevant categories of operational risk.
- Evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board.
- Evaluating the structure and adequacy of the Group's business continuity plans.
- Evaluating the adequacy and effectiveness across the Group of the identification, management, throughout the organisation, and disclosure of any material exposures to those risks.
- At least annually, evaluating and making recommendations to the Board in relation to the structure and adequacy of the Group's insurance program.
- Reviewing and making recommendations to the Board in relation to the risk disclosures in the Company's operating and financial review in its annual report.
- Reviewing the procedures the Company has in place to ensure compliance with laws and regulations.
- Reviewing the Company's policies with respect to the establishment and observance of appropriate ethical standards.
- Reviewing and discussing with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs.

2.4 HSQE

The Committee's role with respect to HSQE is to:

- (a) Monitor the Company's reporting on actual or potential breaches of legal and regulatory obligations relating to HSQE, including any incidents, investigations and remedial action;



- (b) Oversee policies and practices (including reporting systems and investigations) in relation to HSQE;
- (c) Ensure all material HSQE risks are identified, reported and investigated and that appropriate mitigation plans are in place; and
- (d) Endorse and monitor key performance indicators that underpin the Company's goals in each of the key areas of HSQE.

2.5 Sustainability

The Committee will approve:

- (a) Ingham's sustainability strategy and targets, and review progress in achieving the strategy by receiving regular reports by management; and
- (b) Ingham's Sustainability reporting.

3 Rights of access and authority to management and auditors

The Committee has rights of access to management and to auditors without management present, and rights to seek explanations and additional information from both management and auditors. Whilst any internal audit function in place from time to time will report to senior management, it is acknowledged that any internal auditors also will report directly to the Finance & Audit Committee. The Finance & Audit Committee will liaise with the Committee so that the internal audit work program takes into account work to assist the Committee.

4 Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

The Company Secretary will conduct an annual review and report to the Committee on conformance to this Charter.

5 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.



Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least 2 members of the Committee. In the Committee Chair's absence from a meeting, the members present will select a chair for that particular meeting.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists, as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary (or their delegate) and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting or both will be included in the Board papers for the Board meeting next following a meeting of the Committee.

The Committee Chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.