

Incitec Pivot Limited

Charter for the Health, Safety, Environment and Community Committee

1 GENERAL SCOPE AND AUTHORITY

1.1 Purpose of Charter

To specify the authority delegated to the Health, Safety, Environment and Community (“HSEC”) Committee (“Committee”) by the Board of Directors (“Board”) of Incitec Pivot Limited (the “Company” or “Incitec Pivot”) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is established pursuant to Rule 8.3 of Incitec Pivot’s Constitution and paragraph 8.1 of the Incitec Pivot Board Charter. The Committee is authorised by the Board to assist it in fulfilling its duties with regard to the oversight of HSEC matters. This Committee has the authority and power to exercise the role and responsibilities set out in this Charter and under any separate resolutions of the Board, from time-to-time. The Committee has no executive powers with regard to its recommendations and does not relieve the Board of its responsibilities for these matters.

2 PURPOSE OF THE COMMITTEE

2.1 Purpose of the Committee

The purpose of the Committee is to assist the Board:

- (a) in its oversight on health, safety and environment matters arising out of the Group’s activities as they may affect employees, contractors, and the local communities in which it operates; and
- (b) by making recommendations to the Board in relation to the effectiveness of the Company’s risk management and regulatory compliance frameworks in respect of areas of risk management within the Committee’s responsibilities (namely risks pertaining to health, safety and the environment).

2.2 Relationship with the Audit and Risk Management Committee

The Committee will, in matters related to risk and risk management, seek to co-ordinate its activities with the Audit and Risk Management Committee where appropriate. To facilitate this, copies of relevant documents will also be provided to the Audit and Risk Management Committee for information from time to time. The Chairman of the Committee must liaise with the Chairman of the Audit and Risk Management Committee on an ongoing basis to ensure that material matters related to risk and risk management are being considered by the appropriate Committee.

2.3 Interaction with the Board

The Committee has no executive powers with regard to its recommendations and does not relieve the Board of its responsibilities for these matters.

In addition, the Board is ultimately responsible for deciding the nature and extent of the risks it is prepared to take to meet the Company’s objectives. In relation to the Company’s risk management framework, the Committee and the Audit and Risk Management Committee are designed, in relation to the areas of risk within their respective responsibilities, to assist the Board in fulfilling its responsibilities to oversee the Company’s risk management framework.

3 RESPONSIBILITIES OF THE COMMITTEE

3.1 Responsibilities

The Committee generally has responsibility for:

- (i) regarding the Group's HSEC strategy:
 - annually reviewing and endorsing the annual HSEC Strategy prepared by Management; and
 - regularly monitoring the delivery of the HSEC Strategy by receiving regular reports from Management;
- (ii) receiving regular reports from Management and analyses of, HSEC performance, leading and lagging indicators, details of major and catastrophic incidents and high potential near misses investigated and/or reported (including via periodic presentations from each business unit);
- (iii) regarding the Group's HSEC Global Management System:
 - annually reviewing the design of the Group's HSEC Global Management System by receiving a report from Management as to the system, and the continued applicability of the system to achieve legal and regulatory compliance as well as the corporate objective and values of Incitec Pivot;
 - annually reviewing the HSEC Annual Assurance process and receiving the annual Letter of Assurance;
 - bi-annually receiving a presentation from the Company's HSEC auditor presenting the Annual HSEC Audit Program and half year and full year audit findings; and
 - periodically, as appropriate, receiving updates and assurance as to the standards being compliant with applicable legislation and regulations;
- (iv) regarding the HSEC organisational structure, annually reviewing the organisational structure to ensure the Company has available and uses appropriate resources and processes to eliminate or minimise health and safety risks from work carried out as part of the Group's business;
- (v) reviewing and monitoring the Group's compliance with applicable legal and regulatory requirements associated with health, safety and environment matters by receiving regular reports from Management;
- (vi) receiving regular reports from Management on environmental remediation activities and environmental regulatory matters;
- (vii) reviewing annually the Group's community engagement activities;
- (viii) where a sustainability report is proposed for inclusion in the Incitec Pivot annual report, reviewing the report proposed to be published;
- (ix) reviewing and monitoring those particular health, safety and environment risks identified pursuant to the Group's risk management framework; and
- (x) reporting annually to the Audit and Risk Management Committee on the effectiveness of the Group's risk management framework in respect of those areas of risk management within the Committee's responsibilities.

3.2 Reporting to the Board

The Chairman of the Committee (or a person nominated by the Chairman of the Committee for that purpose) must, following each Committee meeting, report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee will consist of at least four members, three of whom will be non-executive directors and one will be the Managing Director & CEO and, in each case, will be appointed or removed as a member of the Committee by the Board, following, in each case, a review by the Board in consultation with the Chairman of the Committee (other than in respect of the Chairman's own appointment or removal).

4.2 Chairman

The Chairman of the Committee:

- (i) will be elected by the Board;
- (ii) must be a member of the Committee; and
- (iii) must be an independent Director.

4.3 Company Secretary

The Company Secretary shall be secretary of the Committee.

5 MEETINGS & COMMITTEE PROCESS

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions of Incitec Pivot's Constitution regulating meetings and proceedings of the Board and committees of the Board insofar as they are applicable and not inconsistent with this Charter.

5.2 Frequency

The Committee shall meet as frequently as required but not less than 4 times a year. Any Committee member or Secretary of the Committee may call a meeting of the Committee.

5.3 Quorum

A quorum will comprise of any two independent non-executive director Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman of that meeting.

5.4 Notice

A notice of each meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee (with a copy to all members of the Board excluding any matter where a conflict of interest has been notified) at least 4 days prior to the date of the meeting. The notice of meeting will include the relevant supporting papers for the agenda items to be discussed.

5.5 Agenda

The Committee shall develop and agree a program capable of fulfilling its responsibilities.

The program will include formal opportunities for the Committee to meet independently of management.

The Chairman, with the assistance of the Secretary of the Committee, will develop the agenda for each meeting on the basis of the program and any other matters deemed to be relevant to the particular meeting.

5.6 Attendance

The Chairman of the Committee may invite any person to attend meetings of the Committee for all or any part of the meeting, including senior managers and external advisers. A standing invitation will be issued to all non-executive directors to attend meetings of the Committee.

5.7 Access to Executives

The Committee has unrestricted access to executives of the Group in order to fulfil its purpose and undertake its duties.

5.8 Powers

In carrying out its role and responsibilities under this Charter, the Committee has the ability to direct any special investigations it deems necessary (including having access to sites) and may obtain advice from employees within the Group or from appropriate external advisers. Costs of meeting with external advisers will be borne by Incitec Pivot.

5.9 Minutes

Minutes of proceedings and resolutions of the Committee shall be kept by the Secretary of the Committee. After preliminary approval has been given by the Chairman of the Committee, minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting. Minutes will be confirmed at the next meeting of the Committee. Minutes, agenda and supporting papers will be made available to every Board member providing no conflict of interest exists.

6 COMMITTEE'S PERFORMANCE EVALUATION

The Committee will review its performance by self assessment, at least annually.

The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this Charter.

The Committee will present to the Board annually a report of its activities for the prior financial year and on its performance following the annual performance evaluation.

7 REVIEW OF CHARTER & PUBLICATION

The Committee will review its Charter from time to time and make recommendations to the Board as to any changes it considers should be made. The Charter may be amended by resolution of the Board.

Approved by the Board on 6 November 2015.