



Safety, Risk, + Sustainability Committee Charter

1. Role of the Committee

The primary role of the Safety, Risk, and Sustainability (SRS) Committee (Committee) is to support and advise the Board of Sims Limited (Sims or the Company) (Board) in fulfilling its corporate governance and oversight responsibilities in relation to Sims’.

- safety program and performance,
- internal control structure and risk management systems,
- risk appetite and tolerance across strategic, operational, compliance, financial and reputational risks, and overall risk culture,
- sustainability efforts related to environmental matters, climate change and social license, and
- compliance with applicable legal and regulatory requirements within the Committee’s remit.

The Committee acts as an advisory body to the Board and exercises authority as set out in this Charter or otherwise delegated by the Board.

2. Composition of the Committee

The Committee shall comprise at least three directors of the Company, with a majority being independent directors.

Appointments, rotations, and resignations of Committee members will be recommended to the Board by the Chairperson of the Committee (‘Committee Chairperson’).

The Committee Chairperson shall be appointed by the Board and shall be an independent director.

The Group Company Secretary of Sims, or their designee, will act as Secretary of the Committee.

3. Functions of the Committee

3.1 Safety

3.1.1 Review and make recommendations to the Board in relation to the Company’s safety program, initiatives, strategies and performance.

3.2 Risk Management

3.2.1 Annual Review of the Risk Framework, Appetite Statement and Culture

3.2.1.1 Review and make recommendations to the Board in relation to the:

3.2.1.1.1 Company’s processes for identifying, assessing, and managing significant risks, including the annual review of the risk management framework to ensure it remains sound.

3.2.1.1.2 Appropriateness of the Company's risk culture and whether the risk management framework adequately deals with emerging risks such as conduct, digital disruption, cyber-security, privacy, and data breaches, along with the adequacy of management's mitigation strategies.

3.2.1.1.3 Risk Appetite Statement, including management's operation within approved risk tolerances and any proposed changes.

3.2.2 Review the arrangements for, and periodic reports on:

3.2.2.1 emerging and principal risks, financial and non-financial, that may impact the Company's business model, performance, solvency, liquidity or reputation. This includes risks relating to operations, financial reporting, insurance, tax, technology security and cyber, climate, and standards and procedures regarding reserves, resources, closure and rehabilitation, and legal or ethical compliance.

3.2.2.2 strategic and mergers and acquisition-related risks, including integration.

3.2.2.3 risk exposures and management controls, including approval of trading and hedging policies.

3.2.2.4 insurance coverage, including approval of such coverage.

3.2.2.5 legal and regulatory compliance systems, including anti-corruption, sanctions, competition, export controls, and ethical compliance, including Code of Conduct.

3.2.2.6 policies and practices for detecting, reporting, and preventing serious breaches of the Code of Conduct.

3.2.2.7 the policies and arrangements for the protection of information, data, and non-physical assets.

3.2.2.8 crisis preparedness and disaster recovery.

3.2.2.9 material litigation, or a breakdown of the entity's risk controls and the "lessons learned", and recommendations to the Board regarding litigation.

3.2.2.10 complaints regarding accounting, internal accounting controls or auditing matters.

3.2.2.11 regulator reports on control or compliance deficiencies in the Company's risk controls within the Committee's remit (as per this Charter), and Management proposals to operate outside risk tolerance levels.

3.3 Review Sustainability-related risks and emerging issues

3.3.1 Monitor and review sustainability-related risks which are relevant to the Company's operations and services. Review emerging sustainability-related public policy issues and assess the Company's process for identifying and managing such issues.

3.3.2 Obtain reports and updates on any significant environmental, health, and safety incidents.

3.3.3 Monitor and review the Company's approach to sustainability, including the setting of climate-related targets and progress towards those targets.

3.3.4 Monitor and review the Company's climate-related disclosures and reporting, including relevant sections of the Annual Report or financial statements, with any relevant recommendations made to the Audit Committee.

3.3.5 Review the Company's approach to Human Rights, including Modern Slavery and related disclosures.

3.4 Stakeholder engagement and advocacy priorities

3.4.1 Review and provide guidance to Company management regarding the Company's engagement with industry and non-governmental organisations concerning corporate responsibility. Review the Company's public policy and advocacy priorities and monitor the Company's corporate reputation and provide guidance regarding the protection of the Company's reputation thereto.

3.5 Governance:

3.5.1 The Committee will also:

3.5.1.1 Review this Charter at least annually and recommend any update as deemed necessary; and

3.5.1.2 Perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively by reference to current best practice.

4. Operations of the Committee

The Committee shall meet at least three times per year or more frequently if circumstances require it.

The Committee members will be notified of the dates, times, and venues of each meeting of the Committee by the Secretary as far in advance as possible. An Agenda and supporting papers for each Committee meeting shall be circulated to Committee members and other relevant individuals, where practical, no later than five business days prior to the time of the meeting.

Any director may attend meetings of the Committee. The Committee may extend an invitation to any person (internal or external) whom it considers appropriate to attend all or part of any meeting of the Committee.

The required quorum for a meeting of the Committee will be reached where at least two Committee members are present, including the Committee Chairperson.

Only members of the Committee are entitled to vote on a resolution of the Committee. Resolutions are passed by simple majority. Where required, the Chairperson shall have a casting vote OR the matter will be escalated to the Board for decision. The Committee may pass resolutions without a meeting in the manner set out in the Constitution of the company.

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which they have an actual or perceived conflict of interest.

A Committee meeting may be held by Committee members by any technological means by which they are able to simultaneously hear each other and participate in discussion. The minutes of the meeting shall record the method of communication by which the meeting was conducted.

Minutes of a Committee meeting shall be taken and circulated prior to the next Committee meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes.

5. Authority of the Committee

The Committee, via the Committee Chairperson, shall have the authority to conduct or authorise investigations into any matter within the scope of the Committee's Charter with full access to all books, records, facilities and personnel of Sims. As the Committee deems necessary or appropriate to carry out its duties, it is authorised to select, engage (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisers or consultants.