



RISK, HSE AND COMMERCIAL **COMMITTEE** **CHARTER**

greenHy2 Limited
ABN 51 000 689 725

302/75 King Street Sydney NSW 2000
Australia



The Risk, HSE and Commercial Committee ('Committee') is a committee of the GreenHy2 Board ('Board'). This Charter sets out the role, responsibilities, composition and operation of the Committee.

ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The primary role of the Committee is to assist the Board by undertaking the following activities:

- a) review and provide oversight of the systems of risk management that;
 - i. identify material risks exposing the GreenHy2 Group to unacceptable economic, people, health, safety, environmental and sustainability risks;
 - ii. implement appropriate and adequate controls, monitoring and reporting mechanisms;
- b) review and provide oversight of the Health, Safety and Environmental (HSE) systems;
- c) review, provide oversight and input into the risk identification, controls and ongoing risk management of key commercial agreements the organisation may enter into;
- d) review and provide oversight of regulatory compliance;
- e) monitor GreenHy2's culture to gauge how it is aligned with:
 - i. conduct consistent with sound and effective risk management;
 - ii. the reputation and brand of GreenHy2.

The Committee has authority to investigate any activity within its Charter and any matters specifically requested by the Board.

RESPONSIBILITIES

The responsibilities of the Committee include, but are not limited to:

Risk Management

- a) Review the GreenHy2 risk management framework for identifying, monitoring and managing significant business risks across the GreenHy2 Group and consider whether the risk management framework and internal controls effectively identify areas of potential, material risk.
- b) Ensure that appropriate processes are defined, implemented and regularly tested to ensure that the organisation can respond to a critical incident.
- c) Provide input into the definition of the organisations risk appetite and then monitor the organisation against that appetite.
- d) Review the adequacy of resources and governance arrangements of the risk management function.

Insurance Program

- a) Review the GreenHy2 Group's insurance program at least annually having regard to the GreenHy2 Group's business and the insurable risks associated with the GreenHy2 Group's business.

Compliance

- a) Review the GreenHy2 Group's approach for identifying, monitoring and managing compliance with laws, regulations and key contractual obligations.
- b) Review periodic reports from Management in relation to GreenHy2 Group's compliance with its statutory, contractual and other key obligations and matters arising.

Commercial

- a) Review authority levels and processes for identifying commercial risk on key commercial agreements that the organisation may enter into to:
 - i. Ensure the key risks have been identified;
 - ii. assess the controls proposed to manage the key risks within the defined risk appetite;
 - iii. monitor the ongoing management of the contract and controls.

COMPOSITION AND OPERATION

The members of the Committee and Committee Chair are appointed by the Board.

The Committee will consist of at least two members all of whom are non-executive directors. The Committee shall meet at least three times per year, or more frequently as required. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee, the external auditor, internal auditor or the Chairman of the Board.

A quorum shall be any two members or any greater number determined by the Board.

The Committee Chair is responsible for the conduct of all meetings, including briefing all directors in relation to the issues arising at meetings.

Committee resolutions shall be determined by a majority of votes of the members present and voting. In the case of an equality of votes, the Chairman shall have a casting vote.

Draft minutes documenting the proceedings and resolutions of each Board meeting shall be prepared by the Company Secretary promptly following the meeting for review by the Chairman, distribution to the Board and approval by the Chairman at the next Board meeting.

The Committee may delegate authority to subcommittees of the Committee.

ACCESS AND ADVISERS

The Committee has unrestricted access GreenHy2 Management.

Under the terms of the GreenHy2's Whistleblowing Policy GreenHy2 staff have access to the Committee Chair.

The Committee may directly seek independent, professional or other advice as required to carry out its responsibilities.

RELATIONSHIP WITH OTHER GREENHY2 GOVERNANCE FORUMS

The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.

GreenHy2 non-executive directors who are not Committee members may attend Committee meetings.

The Committee will also provide reporting to Board Committees (as appropriate) on matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.

REVIEW

The Committee will review this Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

Amendments to the Charter, other than updates for GreenHy2 branding or position titles, are to be approved by the Board.

The Committee undertakes an annual self-assessment of its performance to confirm that all activities listed in the Charter have been addressed, and reports this information to the Board.

Authorised

21 November 2022

By order of Board