



Sustainability & Innovation Committee Charter



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1. Purpose

The role of the Sustainability Committee (“The Committee”) is to provide oversight, on behalf of the Board, of the strategies, standards, processes and practices intended to effectively manage Health, Safety, Environmental, Community, Governance and Social Performance risks, to monitor ALS’s compliance with its responsibilities and commitments in these areas, and to provide advice to assist Management in achieving sustainability targets and performance improvements. Specifically, the Committee shall review and have oversight of the following areas:

- Occupational Health and Safety
- Environmental Management
- Corporate Social Responsibility
- Innovation and Technology
- Human rights
- Social and ethical impact on ALS’s policies and practices
- Compliance with relevant laws, regulations, standards and best practice guidelines within the Committee’s responsibilities.

The Committee will liaise with the Audit and Risk Committee, and People Committee, to assist the Board in fulfilling its responsibilities for ensuring ALS has adopted and maintains appropriate corporate governance standards.

The Committee has no executive or governing status and reports to the Board of Directors.

2. Membership

The members of the Committee, and its chairman, are appointed and may be removed by the Board of Directors.

All members of the Committee must be non-executive directors. There must be at least 3 members.

The chairman of the Committee must not be the chairman of the Board of Directors.

The chairman of the Board of Directors, and any director, are entitled to be present at all meetings of the Committee.

Unless the chairman of the Committee directs otherwise in relation to a specific meeting of the Committee, the following persons are to be invited to meetings of the Committee, and provided with all notices and papers circulated to members of the Committee:

- the Chief Executive Officer
- the General Counsel & Company Secretary
- the Chief Risk Officer, and
- the Group Sustainability Manager.



3. Secretarial Support

The Company will provide secretarial support to the Committee.

The Chief Risk Officer will be a part time resource officer to assist the Committee in its operations.

Proceedings of all meetings are to be minuted by the General Counsel & Company Secretary, approved by the Committee, and signed by the Committee Chair.

4. Quorum

The quorum necessary for the transaction of business shall be 2 members.

5. Frequency of Meetings

The Committee will meet at least two times a year and will time the meetings to enable it to review and make specific recommendations to the Board of Directors on the annual sustainability report, and the ALS HSE scorecard and associated key performance indicators reported at financial year end.

6. Notice of Meetings

Meetings of the Committee shall be convened by the General Counsel & Company Secretary at the request of any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other non-executive directors and any other person required to attend, no later than 5 days before the date of the meeting.

7. Reporting Responsibilities

Minutes of Committee meetings and an update from the Committee Chair is to be provided at the following Board meeting.

The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

8. Duties/Responsibilities

The Committee shall consider any matters in relation to the purpose of the Committee set out herein and any other matter referred to it by the Board.

The main duties and responsibilities of the Committee are as follows:



8.1 External Reports and Programs

- Assess, review and recommend to the Board for approval the annual Sustainability Report and other public documents related to ALS's reporting under sustainability focus areas
- Review and where appropriate, make recommendations to the Board in respect of community sponsorship and support; and other social and reputational issues which are in line with the Committee remit and relevant to ALS.
- Monitor donations, partnership programs and activities to ensure they are appropriate and aligned with the ALS Donations Policy and core values.

8.2 Group Policies

- Review Group policies relevant to the Committee scope, as per the policy schedule set out in Appendix A of the Sustainability Committee Program.

8.3 Targets and Performances

- Review and provide feedback on periodic reports on ALS's performance against health and safety targets including lag and lead indicators as set out in the ALS PPI scorecard.
- Consider reports submitted by management relating to environmental performance, incidents, or a compliance breach that resulted in a material fine or notice issued to the company or one of its officers or managers.
- Review and recommend for Board approval the ALS HSE, Compliance and Risk Strategic Plan and associated balanced scorecard.
- Review suitability of, and make recommendations to the Remuneration Committee, in relation to metrics for the safety component of the short-term incentive plans for the executive team.

8.4 Management Processes

- Oversee management processes designed to ensure compliance with the policies that fall within the Committee's scope including:
 - a. alignment of sustainability policies with laws and regulations; and
 - b. compliance with ALS's annual targets outlined in the annual Sustainability Report.
- Assess the adequacy of the Group's Health, Safety, and Environment framework (the ALS HSE Foundation Standard), including the process for identifying and managing HSE risks.
- Review and monitor compliance with broader ALS Corporate Governance Standards such as Anti-Bribery and Corruption, Whistleblower, and Human Rights programs to ensure appropriate safeguards are in place for dealing ethically and responsibly with its employees, customers, competitors, its suppliers and the community in which it operates.
- Review the Company's innovation and technology strategies and plans, as developed by management.
- Oversee the ALS innovation framework to ensure regular flow of innovation concepts and ideas are shared across all business streams.
- Ensure there is a process for the identification and management of risks associated with significant projects that involve new processes or innovations utilising new technology, including the protection of intellectual property. Monitor the appropriate allocation of resources that is applied to achieving compliance with the policies and standards within the Committee's scope.



- Review programs that have been implemented by each business stream that shows evidence of adoption of Corporate HSE initiatives. Consider sustainability issues that may have strategic, business, and reputational implications for the ALS Group, and review associated control measures including the identification of key risks and appropriate mitigation strategies. Receive timely incident investigation reports from Management on serious HSE incidents and provide feedback as required.
- Receive assurance from Management that the policies and standards within the Committee's scope have been effectively implemented.

9. Other Matters

Other duties the Committee should address include:

- Foster the development of an appropriate culture of safety and sustainability within each ALS business by conducting periodic discussions with senior management representatives from each ALS Business Stream.
- Perform other activities related to the Charter as requested by the Board.
- Confirm that all responsibilities outlined in the Charter have been carried out. To assist with this process, a yearly review should be conducted against the Sustainability Program which highlights the required Committee actions to be completed throughout the year.

10. Authority

The Committee is authorised to:

- seek any information it requires from any employee/director of the company in order to perform its duties;
- obtain, at the company's expense, external legal or other professional advice on any matter within its Charter where required; and
- request the attendance of any employee at a meeting of the committee as and when required.

11. Review of Charter

The Charter is to be reviewed biennially by the Committee to keep it up to date and consistent with the Committee's authority, objectives, and responsibilities.

This Charter was reviewed by the Board of Directors and adopted on 26 March 2019.