

AGL ENERGY LIMITED (AGL)

SAFETY, SUSTAINABILITY & CORPORATE RESPONSIBILITY COMMITTEE CHARTER

1. Purpose

- 1.1 The Board of Directors (**Board**) considers that an integral component of conducting AGL's business is the effective management of safety, sustainability and corporate responsibility (**SSCR**) matters.
- 1.2 To facilitate this objective, the Board has, in accordance with its Constitution established the Safety, Sustainability and Corporate Responsibility Committee (the **Committee**). The primary function of the Committee is to:
- review and oversee, on behalf of the Board, the development and implementation of policies and procedures which enable AGL to operate its business safely, ethically, responsibly and sustainably; and
 - assist the Board in monitoring the decisions and actions of management in achieving AGL's objective to be a safe, ethical, responsible and sustainable organisation.
- 1.3 The Committee will have oversight of and review of:
- AGL's actions to meet its obligation to maintain the health and safety of its people;
 - the social, environmental and ethical impact of AGL's activities and the systems for managing compliance with AGL's sustainability policies and practices;
 - initiatives to enhance AGL's sustainable business practices and reputation as a responsible corporate citizen;
 - integration of SSCR matters in the formulation of AGL's strategy, risk management framework, health, safety and environment management systems and people and culture priorities; and
 - AGL's compliance with all relevant legal and regulatory requirements governing the matters within the Committee's responsibilities.

The Committee will primarily fulfil these responsibilities by carrying out the activities in Section 3 of this Charter.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive Directors of AGL. Each member will be free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the exercise of an unfettered and independent judgment in relation to matters concerning AGL.
- 2.2 The Committee shall consist of a minimum of three members, which shall include at least one member from each of the People & Performance Committee and the Audit & Risk Management Committee.

- 2.3 The Chairperson of the Committee shall be appointed by the Board from time to time. The Chairperson of the Board may not be appointed Chairperson of the Committee. Should the Chairperson of the Committee be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to be Chairperson of that meeting.
- 2.4 The Secretary of the Committee is the Company Secretary or his or her designated representative.

3. Responsibilities

- 3.1 The Committee is responsible for:

General Responsibilities

- Monitoring AGL's performance on SSCR matters.
- Reviewing and, where appropriate, recommending to the Board the adoption of policies and procedures relevant to the Committee's responsibilities.
- Monitoring AGL's compliance with relevant legislation on the matters within its responsibilities.
- Acting as an interface between the Board and management on SSCR matters.

Health, Safety and Environment (HSE)

- Monitoring AGL's compliance with relevant HSE legislation and AGL's HSE policies and procedures.
- Visiting operational sites, including consulting with employees at operational sites, to familiarise Committee members with the health, safety and sustainability issues associated with its operations.
- Monitoring the culture that management is promoting within AGL to facilitate compliance with and responsibility for HSE, including that "Zero Harm" is a core value and priority.
- Reviewing and monitoring the adequacy and effectiveness of AGL's HSE management systems, including the adequacy of resources and processes for identifying, assessing and seeking to avoid or minimise HSE risks.
- Monitoring AGL's HSE performance, including, where appropriate, lead and lag indicators, with a view to facilitating HSE outcomes acceptable to investors, customers, employees and the communities in which AGL operates.
- Reviewing HSE risks and issues and action plans in place to minimise current risks and prevent incidents.
- Monitoring the implementation of AGL's HSE initiatives and programs, and their outcomes.
- Considering reports submitted by management on HSE performance and issues.

Sustainability

- Reviewing and monitoring the implementation of AGL's sustainability priorities and strategies.
- Approving AGL's sustainability performance indicators including AGL's greenhouse gas footprint and monitoring performance indicator trends.
- Monitoring AGL's approach to public policy advocacy on matters that are within the scope of the Committee's authority.
- Considering updates from management on the state of AGL's relationships with external stakeholders and how those stakeholders view AGL, including customer satisfaction metrics relating to AGL's brand and reputation.
- Reviewing and, if appropriate, recommending that the Board approve AGL's annual Sustainability Report.
- Considering reports submitted by management on sustainability performance and issues.
- Monitoring AGL's compliance with relevant legislation and AGL's sustainability policies and procedures, including AGL's Greenhouse Gas Policy.
- Satisfying itself that AGL's customer communications policies are consistent with AGL's strategic objective of being the energy industry leader in service delivery and customer management.

Corporate Responsibility

- Monitoring the reputational impacts of AGL's business strategies and practices and external developments that are likely to impact AGL's reputation.
- Monitoring emerging political and public policy issues that are likely to impact AGL's business activities and reputation with key stakeholders.
- Reviewing AGL's initiatives and practices in relation to AGL's community engagement and social responsibility.
- Reviewing AGL's relationship with, and activities in, the local communities in which it operates, including meeting with local community representatives at least annually.
- Overseeing the monitoring of customer reputational impacts, including oversight of AGL's policies in relation to customer fairness programs aimed at dealing fairly and ethically with Customers.
- Reviewing, and recommending to the Board any changes to be made to, AGL's Code of Conduct.
- Reviewing the effectiveness of the systems for monitoring compliance with AGL's Code of Conduct.

4. Meetings

- 4.1 The Committee shall meet at least four times a year, with additional meetings scheduled on an as needs basis. The Committee will endeavour to hold as many meetings as practicable at AGL's operational sites and other business unit locations.
- 4.2 A quorum of any meeting shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 4.3 Any non-executive Director may attend Committee meetings.

- 4.4 The Secretary of the Committee shall be responsible for scheduling meetings, co-ordinating the preparation of the agenda, minutes and other supporting documentation for the meeting.
- 4.5 The agenda and supporting documentation will in the ordinary course be circulated to the Committee members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to members of the Committee.
- 4.6 As considered appropriate by the Committee, representatives of management and other relevant invitees may be invited to attend meetings and accompany Committee members on site visits.
- 4.7 Subject to any provision to the contrary as set out in this Part 4, Committee meetings shall otherwise be conducted in accordance with the Board Charter.

5. Authority

- 5.1 The Committee is a Committee of the Board and shall have no authority independent of the functions delegated to it by the Board.
- 5.2 The Committee is authorised by the Board to investigate any activity it deems appropriate consistent with its responsibilities and duties. It is authorised to seek any information from any officer or employee of AGL all of whom must co-operate with any request made by the Committee.
- 5.3 The Committee is authorised to engage any firm of accountants, lawyers or other professionals as the Committee sees fit to provide independent counsel and advice and to assist in any review or investigation on such matters as the Committee deems appropriate.
- 5.4 The findings of the Committee shall not relieve the Board of any of its responsibilities.

6. Reporting

- 6.1 The Committee will oversee the preparation of draft reports for Board consideration as required by law or listing rules or requested by the Board on the matters within its responsibility including regular reports to scheduled Board meetings, relevant sections of the annual report and other shareholder documents.
- 6.2 The Chairperson of the Committee or the Chairperson's nominee shall attend Board meetings and the Annual General Meeting prepared to respond to any Directors or shareholder questions (as applicable) on the Committee's activities.

7. Other matters

- 7.1 This Charter should be reviewed and updated at least every two years and changes required should be recommended to the Board for approval.
- 7.2 The Committee will annually review its own performance.

Approved by the Board in March 2018