

HEALTH, SAFETY, ENVIRONMENT & SUSTAINABILITY COMMITTEE CHARTER

December 2021

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¹ A reference to safety means workplace safety.

1 Introduction

The Boards of Mirvac Limited and Mirvac Funds Limited as responsible entity for Mirvac Property Trust (MPT), including their controlled entities (together the **Board** for collectively the **Group**) have established a Health, Safety¹, Environment (**HSE**) & Sustainability (HSE&S) (**Committee**).

2 Purpose

This Charter sets out the Committee's role, responsibilities and powers and how those powers will be exercised and discharged.

3 Role and Responsibilities of the Committee

The Committee's role is to assist the Board in fulfilling its oversight responsibility to stakeholders of the Group's strategies, systems, policies and practices in respect of HSE&S matters.

The Committee will work in conjunction with any other Board Committee to assist with ensuring the Mirvac Group complies with the relevant laws and regulations and maintains appropriate corporate governance procedures.

In performing its role, the Committee supports the activities of management by enhancing the HSE&S culture of the Group through its interactions with employees and others during meetings and site visits. Site visits will function to demonstrate health, safety and sustainability performance, as well as HSE&S culture.

The Committee will:

- (a) Review the appropriateness of the Group's HSE&S targets and objectives.
- (b) Oversee and review the effectiveness of the Group's HSE&S policies, systems and functions to assist with ensuring the Group's targets and objectives are met.
- (c) Oversee and review the effectiveness of the HSE&S risk management.
- (d) Review and monitor the Group's HSE&S performance against agreed metrics and targets.
- (e) Review and monitor the adequacy of the Group's systems for reporting actual or potential accidents, breaches and critical HSE&S incidents, and review of investigations and remedial actions.
- (f) Review and monitor the outcomes and resolution of the Group's audit findings (internal and external assurance) in relation to HSE&S matters.
- (g) Review and recommend to the Board the Group's HSE&S reporting required by any laws, regulations or standards, including the sustainability aspects of the integrated Annual Report.

4 Committee Size and Composition

- (a) The Committee will comprise a minimum of three Board Directors, all of whom satisfy the criteria for independence set out in the Board Charter.
- (b) The Board appoints the Committee members and the Committee Chair and may remove or replace them by resolution.

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5 Meetings

- (a) The Committee will meet at least quarterly, inclusive of site visits. Additional meetings and site visits may occur as the Committee or its Chair deems necessary.
- (b) Committee members will participate in a program of site visits, where the purposes of these visits include:
 - a. increasing Committee members' understanding of HSE&S performance and raising the profile of risk management with employees and site management, and
 - b. monitoring whether management's culture, resources and systems to manage HSE&S matters are effective.
- (c) A quorum for any Committee meeting will be two members.
- (d) The Secretary of the Committee will be the Group Company Secretary or their appointed delegate.
- (e) The Committee agenda and papers will be circulated to the Committee members within a reasonable period in advance of each Committee meeting.
- (f) Any Directors of the Board who are not Committee members are entitled to attend Committee meetings and receive copies of Committee papers. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.
- (g) The Committee may pass a resolution at a Committee meeting by way of simple majority of those members present and eligible to vote on the matter.
- (h) The Committee may pass a resolution without a Committee meeting being held if all of the Committee members who are then in Australia and entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Committee member signs.

6 Reporting

- (a) The Chair of the Committee will provide updates to the Board at each subsequent Board meeting about the Committee's activities.
- (b) Minutes of each Committee meeting will be tabled at the next Board meeting.
- (c) Reporting to the Committee on HSE&S matters will be the responsibility of the Head of Culture & Capability supported by the Group General Manager HSE and the Group General Manager, Sustainability.
- (d) The HSE&S Management Committee and any other committee will escalate any matters arising, as well as regularly provide updates and oversight, to the Committee on HSE&S matters of concern or importance as they arise.
- (e) The HSE&S Management Committee will also provide regular oversight reporting to the Committee.

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7 Access to Independent Advice

- (a) The Committee collectively, and each Committee member individually, has the right to seek independent professional advice as they consider necessary to fulfil their responsibilities and support independent judgment in decision making, at the Group's expense, subject to paragraph 7(b).
- (b) It is expected that a Committee member will consult the Chair of the Committee or the CEO & Managing Director before obtaining advice and the policy of the Board is that external advice will be made available to all Directors unless the Chair of the Committee agrees otherwise.

8 Review

This Charter will be reviewed every two years or more frequently as required.

9 Approval

The Charter was approved by the Board on 13 December 2021.

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