



## **COMVITA LIMITED SAFETY & PERFORMANCE COMMITTEE CHARTER**

Approved by the Comvita Board: *December 2022*

Next Review due: *December 2024*

### **1. Purpose and Principles**

The Safety & Performance Committee is a sub-committee of the Board of Directors. The primary role and purpose of the Committee is to provide strategic input and guidance to the Board and Management, when discharging its responsibilities with respect to:

- a) Health, Safety and Wellbeing
- b) Remuneration, People, Culture and Performance
- c) Delivery in line with Comvita's purpose, i.e. our Harmony Plan and Environmental, Social and Governance (ESG) aspirations
- d) Director nominations and remuneration

With respect to the above matters, the Committee will provide feedback and input into key matters as raised by Management. Where full Comvita Board approval is required, (as indicated in this Charter and per the Comvita Delegated Authorities Policy), the Committee will review recommendations from management and form a view as to recommending these to the full Board, or otherwise. The Committee is empowered to investigate any matter brought to its attention with full access to the people and records of the Company, and to retain external assistance as appropriate.

In working together, the Directors of the Committee and Management are committed to a partnership approach, founded on timely collaboration with respect to material issues and strategic decisions related to the Committee's mandate. The Committee Chair shall maintain, as appropriate, direct lines of communication with the Chief Executive Officer and the Chief Purpose and Transformation Officer.

### **2. Review of Charter**

This Charter is subject to review by the Committee every two years.

### **3. Committee Membership**

- i. The full Board of Directors shall be responsible for the appointment and removal of Committee members by majority vote.
- ii. There shall be not less than three members of the Committee with a majority being independent members of the Board of Directors. All members must be non- executive members.
- iii. Members shall be appointed (or reappointed) annually following the Annual Shareholder Meeting.
- iv. The duties and responsibilities of the members of the Committee are in addition to those as a member of the Board of Directors.
- v. The Committee shall invite knowledge specialists as required to assist in fulfilling its objectives.



**4. Meetings**

- i. The Committee shall meet at least twice a year or more frequently if circumstances require.
- ii. A meeting quorum will be two members.
- iii. Management executives attend meetings at the invitation of the Committee. The CEO and CPTO will normally be present at all meetings of the Committee by invitation.
- iv. Meeting minutes will be made for each meeting, and all meeting minutes will be made available to all Directors on a timely basis.
- v. The proceedings of the Committee will be governed by the provisions of the Constitution and Board Charter that govern all meetings of directors, in as far as they are applicable.
- vi. Members of the Committee are expected to attend all scheduled committee meetings.
- vii. Meetings can be held in person, by telephone or by video conference.

**5. Reporting**

- i. The Chair of the Safety and performance committee (CoS&P) will report to the Board after each meeting.
- ii. The CoS&P shall regularly report to the Board on matters relevant to its roles and responsibilities and make appropriate recommendations.
- iii. The Committee will ensure the Board is aware of any substantive matters at the next appropriate opportunity

**6. Overall Committee Objectives**

To assist the Board to independently ensure that the Company, as recommended and implemented by management:

- Maintains a strong health and safety culture that meets or exceeds the Company's obligations under legislation and best practice standards; and
- Is able to attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance by the Company; and
- Adopts and complies with strategies and policies consistent with the Company's purpose, values and ESG aspirations and the interests of Comvita stakeholders, including the pursuit of measurable ESG objectives; and
- Motivates management and directors to pursue the long-term growth and success of the Company, including demonstration of a clear relationship between key executive performance and remuneration.

**7. Health, Safety And Wellbeing**

The Committee will review recommendations from Management with respect to Health, Safety and Wellbeing, with a view to recommending these (or otherwise) for full Comvita Board approval:

- i. The Company's annual health and safety risk management strategy and policies.
- ii. Targets for health and safety performance and performance against those targets.
- iii. Management's response to any health and safety incidents causing critical harm or injury.
- iv. Other related tasks or special investigations as directed by the Board.

The Committee will also provide regular input with respect to other strategic Health & Safety-related matters, such as:

- Resourcing (people and systems) for the effective operation of the Company's health and safety management systems.
- The Company's compliance with applicable regulations, requirements and standards including reporting and root cause analysis, as regularly reported and reviewed by management.

- Ongoing programmes of education for employees and fellow directors, in relation to key safety risks, regulations and management approaches relating to health and safety, including site visits and health and safety walks.

**8. Environmental, Social & Governance (ESG)**

The Committee will review recommendations from Management with respect to ESG matters, with a view to recommending these (or otherwise) for full Comvita Board approval:

- i. The establishment and review of annual, measurable ESG objectives.
- ii. ESG strategies and policies, particularly those published externally and / or required for disclosure purposes.
- iii. Other related tasks or special investigations as directed by the Board.

The Committee will also provide regular input with respect to other strategic ESG-related matters, such as:

- Resourcing (people and systems) for the effective operation of the Company's ESG management systems.
- Regular progress reviews against approved targets, as outlined in ESG roadmaps.
- Validation of ESG results for external disclosure.

**9. Global People, Culture & Performance**

The Committee will review recommendations from Management with respect to People & Performance matters, with a view to recommending these (or otherwise) for full Comvita Board approval:

- i. Global People policies and strategies.
- ii. Global remuneration design, including salary policies, benefits, and incentives schemes.
- iii. Other related tasks or special investigations as directed by the Board.

The Committee will also provide regular input and feedback with respect to other strategic people and performance related matters, such as but not limited to:

- Compliance with its global statutory employment responsibilities.
- Global organisation design, including overall Executive structure, roles and responsibilities.
- Global talent identification and succession planning processes.
- Global capability development frameworks
- Total annual remuneration for Executives (direct reports to Chief Executive), relative to market benchmarking.

**10. Nomination, Appointment & Remuneration of the Chief Executive & Chief Financial Officer**

With respect to the specific appointment and performance of the Chief Executive and Chief Financial Officer, the responsibilities of the Committee are to:

- i. With the support of management and/or an external agency as appropriate, review and oversee the succession planning for the CEO and CFO .
- ii. Review and recommend to the Board candidates to be appointed to the position of CEO and CFO
- iii. Review and recommend to the Board the terms of employment, remuneration, incentives, exit provisions and performance targets of the CEO and CFO.
- iv. Consider and make recommendations to the Board on any incentive payments to the CEO and CFO
- v. Make recommendations to the Board regarding any circumstances warranting the dismissal of the CEO and CFO.



**11. Nomination, Appointment & Remuneration of Directors**

- a. With external agency support, regularly and formally review of the composition, skills and diversity of the Board, taking into account such factors as it deems appropriate, including experience, commercial skills and judgement, their independence, and the ability to work with other directors.
- b. The Committee where necessary, (with the support of management) shall provide resources to help develop and maintain directors' skills and knowledge to ensure directors remain current on how to best perform their duties. This will include all necessary and relevant internal training courses.
- c. With external agency and management support, the Committee identifies and recommends to the Board individuals for nomination as members of the Board and its committees. The Committee will oversee the process by which director candidates are nominated to the Board, and with the support of an external agency will:
  - i. Arrange for proper checks to be carried out (including with regard to the person's character, experience, qualifications, criminal record and bankruptcy history).
  - ii. Obtain key candidate information to assist the Board and Shareholders in the decision as to whether or not elect or re-elect a candidate (including biographical details, details of relevant skills and experience, details of other directorships held, if the person is standing for re- election, details of their term served, and any relevant adverse information).
  - iii. Consider and assess a candidate's independence in accordance with Listing Rule requirements.
  - iv. Ensure potential candidates understand the role of the Board and the time commitment involved.
- d. The Committee will assist the Board to put in place processes to review the remuneration of the Board, its committees and individual directors, including:
  - i. Reviewing and recommending the directors remuneration (director fees pool) to shareholders for approval.
  - ii. Reviewing and recommending to the Board allocation of director fees within the shareholder approved director fees pool (Board and Board Committee Chair / member fees).
  - iii. Reviewing and recommending to the Board non-executive Board Remuneration plans (e.g. share plans) and policies for reimbursement of expenses.
- e. With the support of management, the Committee will ensure all new directors enter into a written agreement with the Company, setting out the terms of their engagement, including:
  - i. The term of their appointment;
  - ii. The Company's expectations of the director;
  - iii. Expected time commitment;
  - iv. Remuneration entitlements;
  - v. Indemnity and insurance arrangements;
  - vi. Disclosure requirements;
  - vii. A requirement to comply with all corporate policies and charters;
  - viii. Rights of access to corporate information, including for regulatory or litigation purposes;
  - ix. Confidentiality obligations.

08/02/2023

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**Signature, Chair of Committee**

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**Date**