



COMVITA LIMITED SAFETY & PERFORMANCE COMMITTEE CHARTER

1. Purpose and Authority

The Safety & Performance Committee is a committee of the Board of Directors. Its primary function is to provide assistance to the Board in discharging its responsibilities with respect to oversight of:

- Health and Safety;
- Remuneration, human resources, culture & performance;
- Diversity;
- Director Nominations.

In discharging its oversight roles, 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.

The Committee will review recommendations from management with respect to safety and wellbeing, and people performance at Comvita, for endorsement (and recommendation as appropriate) to the full Board for approval. The Committee Chair shall maintain, as appropriate, direct lines of communication with the Chief Executive Officer, the Chief Financial Officer and the Chief Purpose and Transformation Officer.

2. Committee Membership

The following are the membership requirements of the Committee:

- a. The full Board of Directors shall be responsible for the appointment and removal of Committee members by majority vote.
- b. There shall be not less than three members of the Committee and up to four members, with a majority being independent members of the Board of Directors. All members must be non-executive members.
- c. The Committee Chair shall be an independent member, and be appointed by the Board. The Chair shall not be the Board Chair, and the CEO shall not be a member of the Committee.
- d. Members shall be appointed (or reappointed) annually following the Annual Shareholder Meeting.
- e. The duties and responsibilities of the members of the Committee are in addition to those as a member of the Board of Directors.
- f. The Committee shall invite knowledge specialists as required to assist in fulfilling its objectives.

3. Meetings

- a. The Committee shall meet at least twice a year or more frequently if circumstances require.
- b. A meeting quorum will be two members.
- c. Management executives may only attend meetings at the invitation of the Committee. The CEO and Chief Purpose and Transformation Officer will normally be present at all meetings of the Committee by invitation.
- d. Meeting minutes will be made for each meeting, and all meeting minutes will be made available to all Directors on a timely basis.
- e. The Chair will report to the Board after each meeting.
- f. 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.
- g. Members of the Committee are expected to attend all scheduled committee meetings.
- h. Meetings can be held in person, by telephone or by video conference.



4. 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;
- Is able to attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance by the Company;
- Adopts and complies with strategies and policies consistent with the human resource needs and values of the Company;
- Motivates management and directors to pursue the long-term growth and success of the Company within an appropriate control framework, including demonstration of a clear relationship between key executive performance and remuneration; and
- Pursues measurable objectives on diversity.

5. Health and Safety

With respect to Health and Safety the responsibilities of the Committee are to:

- i. Annually review, the Company's health and safety risk management strategy and policies as proposed by management, to ensure they are fit for purpose, and endorse these for approval by the Board.
- ii. Review the level and approach to resourcing proposed by management in relation to resources (people and systems) for the effective operation of the Company's health and safety management systems.
- iii. Review Management's targets for health and safety performance and assess performance against those targets.
- iv. Review management's response to any health and safety incidents causing critical harm or injury.
- v. Monitor the Company's compliance with applicable regulations, requirements and standards including reporting and root cause analysis, as regular reported and reviewed by management.
- vi. Review management's approach to ongoing programme of education, including site visits and health and safety walks, is provided to the Board on the key risks, regulations and management approaches relating to health and safety.
- vii. Address any other matters referred to the Committee by the Board.

6. Appointment and performance of the Chief Executive

With respect to the appointment and performance of the Chief Executive, 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 Chief Executive Officer.
- ii. Review and recommend to the Board candidates to be appointed to the position of Chief Executive Officer.
- iii. Review and recommend to the Board the terms of employment, remuneration, incentives, exit provisions and performance targets of the Chief Executive Officer.
- iv. Consider and make recommendations to the Board on any incentive payments to the Chief Executive.
- v. Make recommendations to the Board regarding any circumstances warranting the dismissal of the CEO.



7. People & Performance

With respect to the general people and performance matters at Comvita, the responsibilities of the Committee are to:

- i. Monitor the Company's compliance with global statutory Human Relations responsibilities, as regularly reported and reviewed by management.
- ii. Review management's recommendations with respect to the Company's global Human Resources policies and strategies.
- iii. Review management's recommendations with respect to Company delegated authorities, with regards to safety, people and performance matters.
- iv. Review the CEO's proposal with respect to the terms of employment, remuneration, incentives, exit provisions and performance targets of senior executives reporting directly to the CEO, and endorse for approval by the Board.
- v. Review the CEO's proposal with respect to any incentive payments to senior executives reporting directly to the Chief Executive, and endorse for approval by the Board.
- vi. Review management's approach with respect to organisation design, as well as succession planning for the senior executive team reporting to the Chief Executive.
- vii. Review management's recommendations annually with respect to overall employee remuneration (including salary policies), benefits, and incentive and/or share schemes in relation to company shareholder performance; and in relation to relevant national levels and practices, and endorse these for approval by the Board.
- viii. Review the measurable objectives set for achieving diversity proposed by management, ensuring progress is reviewed regularly and disclosed in the Annual Report, and endorse the same for approval by the Board.
- ix. Undertake other related tasks or special investigations as directed by the Board.
- x. Review the Committee's Charter every two years.

8. 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. 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.
- c. 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 to the Board allocation of director fees within the shareholder approved director fees pool (Board and Board Committee Chair / member fees).
 - ii. Reviewing and recommending to the Board non-executive Board Remuneration plans (e.g. share plans) and policies for reimbursement of expenses.



- d. 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.

9. Authorisation

- a. This Comvita Limited Health and Safety, Remuneration, People and Culture and Nominations Committee Charter has been approved by the Board of Comvita as dated below:



Signature, Chair

20 August 2020

Date