
Sustainability Committee Charter

Viva Energy Group Limited (ACN 626 661 032)

Approved by the Board on 13 December 2019

1 Role of the Sustainability Committee and authority

- (a) The Sustainability Committee (**Committee**) assists the board (**Board**) of Viva Energy Group Limited (**Company**) in fulfilling its responsibilities for corporate governance and oversight in relation to matters of health, safety, security and environment (**HSSE**) and matters of community, product quality and sustainability (**Community**), and together with HSSE, **HSSEC**), as set out in this Charter (**Charter**). The purpose of this Charter is to confirm the general authority delegated to the Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.
- (b) The Committee is a committee of the Board established in accordance with the Company's Constitution and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time. The Committee is accountable to the Board for its performance.

2 Membership

- (a) The Committee will comprise:
 - (i) only non-executive directors; and
 - (ii) at least three members, a majority of whom are independent directors.
- (b) The appointment and removal of Committee members is the responsibility of the Board, and membership of the Committee is as approved by the Board.
- (c) All Committee members must have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- (d) All Committee members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment subject to the Committee meeting the relevant criteria established in paragraph (a) above.
- (e) The chair of the Committee (**Committee Chair**) will be nominated by the Board and be an independent director.
- (f) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (g) If a Committee member ceases to be a director of the Company their appointment as a member of the Committee is automatically terminated with immediate effect.
- (h) The Company Secretary of the Company or a designate will be secretary to the Committee (**Committee Secretary**).

3 Duties and responsibilities

The Committee will undertake the following functions. The Committee may require management to report on any such matters in order that it may perform its review or oversight of such functions.

General

- (a) The Committee will receive information and undertake reasonable steps to:
 - (i) review the performance of the Company in relation to HSSEC matters, decisions and actions, including the health, safety and environmental consequences of the activities of Company and the impacts on employees, third parties, the environment, communities and the reputation of the Company;

- (ii) review the Company's compliance with legal and regulatory obligations in relation to HSSEC policies and procedures, including, without limitation, the workplace health and safety and environmental regulations implemented by the various Australian states;
- (iii) review and consider for approval the objectives, targets and key performance indicators that will drive continuous improvement in HSSEC performance;
- (iv) review and consider for approval the audit and assurance plan in respect of HSSEC matters, as presented by management;
- (v) monitor any significant changes to the HSSEC risk profile or business strategies to identify any impact on the audit and assurance plan;
- (vi) review and advise the Board in respect of economic, environmental and social sustainability matters; review any public reports or other publications issued by the Company in relation to the matters within the Committee's responsibilities, and management shall provide the Committee with any such reports for review in advance; and
- (vii) review any reports on HSSEC litigation matters with the potential to have a significant impact on the Company and its related bodies corporate (**Group**).

HSSE Risk Management Framework and HSSE Management System

- (b) The Committee will receive information and undertake reasonable steps to review:
 - (i) the adequacy and effectiveness of the HSSE Risk Management Framework and HSSE Management System, in particular in relation to:
 - (A) identifying and managing HSSE risks that are material to the Group;
 - (B) complying with HSSE legal and regulatory requirements; and
 - (C) the timely response to incidents, risks and hazards;
 - (ii) reports from external and internal audits covering material issues arising from the application of the audit and assurance plan in relation to HSSE matters and the other matters within the Committee's responsibility, and the status of actions taken by management to address audit and assurance findings; and
 - (iii) investigations into significant occupational health and safety, environmental or product quality incidents with the potential to have a significant impact, and the associated actions to prevent the recurrence of those incidents.

Resourcing and internal audit and assurance

- (c) The Committee will receive information and take reasonable steps to review:
 - (i) the number, nature and resources and effectiveness of the resources in place to support effective implementation of the HSSE Management System, including in respect of the audit and assurance function; and
 - (ii) the performance of the Group Safety Manager, and make observations to management or the Board in relation to this.
- (d) The appointment or removal of the Group Safety manager will be subject to approval of the Committee.

Community and sustainability reporting

- (e) The Committee will oversee the performance of the community programs of the Company. The Committee will review regular reports of the community program in respect of the management and any associated risks.
- (f) The Committee will review and make recommendations to the Board in relation to the approval of the annual sustainability reporting, and oversee the preparation of disclosures regarding sustainability matters in the Company's annual report and other public disclosures (as appropriate).

4 Reporting

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee;
 - (iii) advise the Board in a timely manner of any matters or recommendations requiring the attention of the Board, and will ensure that the Board is made promptly aware of any matters brought to the attention of the Committee that may significantly impact the Company; and
 - (iv) as and when appropriate, seek direction and guidance from the Board on HSSEC matters.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting. All Committee papers and minutes of Committee meetings will be available for inspection by any director of the Company on request.

5 Meetings

- (a) The Committee will meet as frequently as is required to undertake its role effectively but not less than three times a year.
- (b) A quorum for any meeting of the Committee will be at least two Committee members, either in person or via telephone, video conference or any other technology as considered appropriate by the Committee Chair.
- (c) Any Committee member may request the Committee Secretary to convene a meeting of the Committee at any time. That request will be in writing and include an outline of the purpose for that meeting.
- (d) The Committee may invite any executive director, executive, other staff member, external auditor or any other person as it sees fit to attend all or part of a meeting of the Committee.
- (e) There is a standing invitation for all other non-executive directors to attend meetings of the Committee.
- (f) Unless determined otherwise by the Committee, there is an open invitation for the Chief Executive Officer and Group Safety Manager of the Company to attend meetings of the Committee.
- (g) The Committee may meet with external advisers, any executive or other employee or any other non-executive director of the Company, and may do so with or without management present.

- (h) The Committee Chair is responsible for the conduct of all Committee meetings. Matters arising for determination at a Committee meeting must be decided by a majority of votes cast by the members present and entitled to vote on the matter. The Committee Chair does not have a casting vote.
- (i) The Committee Secretary is responsible for distributing meeting notices, agendas and Committee papers to Committee members prior to each meeting.
- (j) The proceedings of all Committee meetings will be minuted by the Committee Secretary.

6 Access to information and independent advice

- (a) The Committee may investigate any matter that it is responsible for under this Charter and seek any information or advice it considers necessary to fulfil its responsibilities under this Charter.
- (b) The Committee has access to the Company's management and advisers (both external and internal) and the Company's books and records, and is authorised to seek any information it requires in order to perform its duties, from any employee of the Company.
- (c) The Group Safety Manager of the Company shall have free and unfettered access to escalate matters to the Committee, if required.
- (d) Each Committee member may obtain independent professional advice at the Company's expense on matters arising in the course of their Committee duties, provided such advice is necessary or appropriate, after obtaining the Committee Chair's approval (or where the Committee member seeking such advice is the Committee Chair, after obtaining the approval of the chair of the Board). Whenever practicable, the advice must be commissioned in the joint names of the Committee member and the Company, and a copy of any such advice should be provided to the entire Committee. The other Committee members must be advised if the Committee Chair's approval (or the approval of the chair of the Board, as applicable) is withheld.
- (e) The Committee has authority to reasonably require management or others to attend Committee meetings and to provide any information or advice that the Committee requires.

7 Reviews, changes to and publication of Charter

- (a) The Committee will review this Charter annually or as often as it considers necessary to ensure it remains effective and relevant to the current needs of the Company.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
- (c) The Charter will be made available on the Company's website.

8 Committee performance

- (a) The Board will, at least once in each year, review the membership and Charter of the Committee to determine their respective adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee will make an evaluation of its performance at least once every year to determine whether it is functioning effectively by reference to current best practice. Such evaluation will have regard to, amongst other matters, the extent to which the Committee has met its responsibilities in this Charter.