



Safety and Sustainability Committee Charter

Atlas Arteria

Atlas Arteria Safety and Sustainability Committee Charter

Context

The Safety and Sustainability Committee (**Committee**) has been established jointly by the Boards of Atlas Arteria Limited ACN 141 075 201 (**ATLAX**) and Atlas Arteria International Limited (Registration No 43828) (**ATLIX**). This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee.

In this Charter, **Atlas Arteria** means ATLAX, ATLIX and each of their controlled subsidiaries.

The Board of Directors of ATLAX (**ATLAX Board**) and the Board of Directors of ATLIX (**ATLIX Board**) are together the **Atlas Arteria Boards**.

In this Charter, the term 'sustainability' is intended to cover environmental (including climate), and social related matters (including customers, community, plus, modern slavery and human rights matters).

'Safety' is intended to cover all aspects of safety (including workplace and customer safety) other than strategies and actions to support psychological safety and management of psychosocial risks, which are to be considered by the People and Remuneration Committee.

Objective

The objective of the Committee is to assist the Atlas Arteria Boards in:

- overseeing, and making informed decisions regarding, safety and sustainability matters;
- identifying safety and sustainability opportunities and strategies;
- identifying, managing and mitigating safety and sustainability risks;
- overseeing management systems, internal controls and frameworks for safety and sustainability matters;
- providing leadership on safety and sustainability matters, including monitoring safety culture;
- recommending targets for safety and sustainability matters and monitoring progress against those targets (and associated plans);
- monitoring the implementation of, and compliance with, corporate reporting requirements, policies and guidelines relating to safety and sustainability matters; and

The Committee will provide recommendations and assistance to each Atlas Arteria Board in connection

with these objectives but will not make decisions on behalf of either Board.

Administration

Membership

The Committee will comprise a minimum of three members with:

- at least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director); and
- a majority being independent Directors as determined under Atlas Arteria's Policy on the Independence of Directors.

Relationship with Audit and Risk Committee

To enable the free flow of information between the Committee and the Audit and Risk Committee, the Chair or a member of each committee should be a member of both committees.

Relationship with People and Remuneration Committee

To enable the free flow of information between the Committee and the People and Remuneration Committee, the Chair or a member of each committee should be a member of both committees.

Chair

One of the members (being an independent Director) shall be appointed Chair of the Committee by the Atlas Arteria Boards.

The role of the Chair of the Committee is to:

- determine the agenda for meetings of the Committee in conjunction with the Secretary of the Committee;
- chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;
- take reasonable steps to oversee that Committee members are provided with sufficient relevant information to consider the matters before them;
- review the minutes of meetings of the Committee for circulation to and approval of the Committee and sign the approved minutes; and
- act under a delegation of the Committee.

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Meetings

Frequency of meetings

The Committee will hold at least two meetings each year and such additional meetings as the Chair of the Committee shall deem appropriate in order to fulfil its duties.

In addition, the Chair of the Committee is required to call a meeting of the Committee if requested to do so by:

- the Chief Executive Officer (CEO) of Atlas Arteria; or
- any Director of the Atlas Arteria Boards.

Attendance and access by non-members

Members of management and/or parties external to Atlas Arteria may be invited to attend any meeting of the Committee or part thereof. ATLAX and ATLIX Directors who are not members of the Committee have a standing invitation to attend any meeting of the Committee. Non-Committee members will be notified in advance of the agenda of forthcoming meetings and will have access to all Committee papers (subject to any conflicts).

Meetings other than in person

Where deemed appropriate by the Chair of the Committee, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via written resolution.

Secretary

The ATLAX Company Secretary (or delegate as approved by the Committee) will act as Secretary of the Committee and shall be responsible, in conjunction with the Chair of the Committee, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee Members prior to each meeting.

Minutes

The ATLAX Company Secretary will also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Chair of the Committee for review and, the other Committee Members, and also to other Committee meeting attendees where appropriate. The minutes are approved by the Committee and signed by the Chair.

Quorum

A quorum shall consist of not less than half of the Committee Members eligible to vote on a matter.

Voting

A motion shall be passed by a:

- Simple majority of votes cast in favour by Committee Members present and eligible to vote; or
- Resolution in writing signed by at least three quarters of Committee Members eligible to vote and will be deemed to have been passed at the time at which the last required Committee Member signs the document.

The Chair of the Committee will not exercise a casting vote. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Atlas Arteria Boards for resolution.

Duties and Responsibilities

The Committee has the following duties and responsibilities in respect of both ATLAX and ATLIX:

Identification and management

- Oversee the approach to identifying and addressing key safety and sustainability risks, including climate, human rights and modern slavery risks.
- Oversee the approach to assessing opportunities in relation to safety and sustainability matters and recommend to the Atlas Arteria Boards initiatives or strategies to pursue those opportunities.
- Monitor management's implementation of safety and sustainability initiatives or strategies that are approved by the Atlas Arteria Boards.
- Gain an understanding of the key safety and sustainability risks and opportunities and how these are being managed or pursued (as applicable).
- Review recommendations from management in relation to industry trends and standards relating to safety and sustainability matters.
- Communicate to management the importance of implementing internal control systems and risk management frameworks for safety and sustainability risks.
- Understand the internal control systems and risk management frameworks implemented by management in relation to safety and sustainability risks.
- Review and monitor with management (periodically but at least annually) the effectiveness

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of the internal control systems and risk management frameworks for safety and sustainability risks, and the strategies to pursue opportunities in relation to safety and sustainability matters.

- Periodically review, and recommend to the Atlas Arteria Boards any amendments to, key policies supporting Atlas Arteria's approach to safety and sustainability matters, including (but not limited to):
 - Workplace Health and Safety Policy
 - Environment and Social Responsibility Policy
 - Human Rights Commitment Statement.
- Monitor compliance with applicable laws, regulations and other requirements relating to safety and sustainability matters, and receive updates from the General Counsel on any material litigation or investigations in relation to safety and sustainability matters.

Performance

- Review safety and sustainability positions, commitments and targets proposed by management, and endorse those positions, commitments and targets, for approval by the Atlas Arteria Boards.
- Monitor performance against safety and sustainability positions, commitments and targets (and associated plans) approved by the Atlas Arteria Boards.
- Review performance on safety and sustainability matters generally and monitor actions being taken by management to address any issues raised.
- Monitor and review the safety and sustainability consequences of decisions and actions taken by Atlas Arteria, including the impacts on Atlas Arteria's safety and sustainability positions, commitments and targets and reputation more broadly.

Corporate reporting

- Review the preparation of Atlas Arteria's sustainability and climate reporting, including:
 - assurance activities and the process for verifying the integrity of reporting;
 - reporting to the Audit and Risk Committee any sustainability and safety matters that may impact financial performance or reporting; and

- recommending sustainability and climate reporting to the Atlas Arteria Boards for approval (including but not limited to the annual Sustainability Report, Modern Slavery Statement and other significant public statements or reports relating to sustainability matters)
- Review any relevant safety and sustainability disclosures in Atlas Arteria's other corporate reports before their release.
- Review and monitor the assurance activities in respect of, and the process for verifying the integrity of, public safety and sustainability disclosures.
- Support the Atlas Arteria Boards in engaging with internal and external stakeholders in respect of safety and sustainability matters.

Periodic Review

- Review the Committee Charter once every two years and recommend any proposed changes to the Atlas Arteria Boards for approval.
- Conduct a periodic, but at least annual, evaluation of the Committee's performance.

Access and Advice

The Committee shall have free and unfettered access to all Atlas Arteria personnel and other parties (internal and external), including the external and internal auditors, as required by the Committee to carry out its duties.

The Committee may seek advice from external consultants or specialists where it considers such advice necessary or appropriate.

Interaction with other Committees

The Chair of the Committee (or his or her delegate) will attend and report:

- to the Atlas Arteria Audit and Risk Committee on:
 - new safety and sustainability risks identified by the Committee;
 - circumstances where Atlas Arteria may be operating outside its risk appetite in relation to safety and sustainability matters; and
 - potential changes to Atlas Arteria's overall internal controls and operational risk management frameworks.

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- to the Atlas Arteria People & Remuneration Committee any safety and sustainability matters relevant to the determination of key performance indicators and variable remuneration outcomes for the CEO and the CEO's direct reports.
- to the Atlas Arteria People and Remuneration Committee on material psychosocial risks it identifies to assist that Committee in developing appropriate action plans and strategies to address those risks.

The Committee will also receive and provide reports and referrals from and to any other standing committee of the Atlas Arteria Boards on matters that the respective Chairs of those committees consider to be appropriate. Any standing committee of the Atlas Arteria Boards may hold a joint session with another committee at the discretion of their respective Chairs.

Reporting to the Atlas Arteria Boards

The ATLAX Board and the ATLIX Board will each appoint one of their Directors who is a member of the Committee as its delegate to advise and make recommendations to their respective Atlas Arteria Boards on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at meetings of the relevant Atlas Arteria Board(s).