



Zero Harm Committee Charter

Bingo Industries Limited (ACN 617 748 231) ("**Company**")

Originally approved by the Board May 2019

Zero Harm Committee Charter

1 Purpose and authority

1.1 Purpose

The Bingo Zero Harm Committee has been established to assist the Board in its oversight of the Company's health, safety, environment, quality and sustainability commitments. The committee will assist the board's oversight of the company's objective to operate in a manner that causes Zero Harm to our employees and the environment in which we operate and compliance with its legal and regulatory obligations.

1.2 Authority

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, fiduciary 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.

2 Role and Objectives of the Committee

The Committee's role is to provide oversight, assist and advise the business on:

- (a) The Company's Safety, Environment and Quality (SEQ) and sustainability policies and processes;
- (b) SEQ matters;
- (c) its Sustainability framework, strategy and performance:

The Committee's overarching objective is to ensure that the commitment to Zero Harm and sustainability are core values and a priority across the Company's operations.

3 Responsibilities

The Committee is responsible for:

- (a) Overseeing the development and implementation of systems, procedures, policies and practices by the SEQ Management Group to ensure the Company complies with its SEQ and sustainability obligations and commitments, including Zero Harm;
- (b) Ensuring the Company's workplace health, safety, environment and sustainability policies and practices and associated management systems are reviewed on a regular basis (but at least once annually) to ensure they are current, effective and in line with leading practice;
- (c) Monitoring the Company's performance against the established SEQ and sustainability performance measures and targets to ensure this framework facilitates continuous improvement in SEQ and sustainability matters and achieves our goal of Zero Harm.
- (d) Providing input to Bingo's annual Sustainability Report

4 Membership

4.1 Composition and size

The Committee will consist of two non-executive directors with invitees to attend meetings including:

- (a) Chief SEQ Officer
- (b) General Manager Corporate Affairs, Stakeholder Relations & PMO;
- (c) Environmental Manager;
- (d) Chief People & Culture Officer;
- (e) General Counsel;
- (f) Chief Executive Commercial & Industrial and VIC; and
- (g) Chief Executive B&D NSW.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

4.2 Chairman

The chairman of the Committee must be an independent non-executive director. The chairman of the Committee is appointed by the Board. If, for a Committee meeting, the Committee chairman is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairman for the meeting. Also, if:

- (a) the Committee chairman is the Chairman of the Board; and
- (b) the appointment of a successor to the Chairman of the Board is being considered at a Committee meeting,

the Committee members must elect an alternative chairman for the portion of the meeting concerning the appointment of a successor to the Chairman.

4.3 Secretary

The General Counsel is the secretary of the Committee.

5 Committee meetings and process

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board

and committees of the Board in so far as they are applicable and not inconsistent with this charter.

Committee members may attend meetings in person or by electronic means.

5.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than 4 times per calendar year (or any other periods as agreed by the Committee members). The chairman must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the chairman of the Board.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

5.3 Quorum

Two directors constitute a quorum for meetings of the Committee.

5.4 Attendance by management and advisers

The Committee chairman may invite the CEO or other senior executives and directors who are not members of the Committee and external advisers to attend meetings of the Committee.

5.5 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the chairman, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, not less than five business days before the meeting.

5.6 Minutes

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairman of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

5.7 Access to information and advisers

The Committee has direct and reasonable access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

6 Committee's performance evaluation

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

7 Review and publication of the charter

The Committee will review its charter from time to time to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

This charter will be available on the Company's website and the key features will be published in the annual report and sustainability report.