

This Charter sets out the structure, role, responsibilities and processes of the Safety, Sustainability and Environment (**Committee**) established by the Board of Directors of Orora Limited (**Company**).

## 1. Composition, Size and Structure

- (a) The Committee will comprise of at least three directors appointed by the Board, all of whom will be non-executive directors and determined by the Board to be independent (as that term is defined in the Board Charter).
- (b) The Board appoints the members of the Committee and the Committee chair. The Committee Chair shall be an independent director. In the absence of the appointed Chair of the Committee, an independent director will be elected by members present to chair the meeting.
- (c) The Secretary of the Committee will be the Company Secretary or such other person as nominated by the Board.
- (d) Any directors of the Board who are not Committee members are entitled to attend Committee meetings and receive copies of Committee papers. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

## 2. Role and Responsibilities

### 2.1 Role

The Committee's role is to provide advice and assistance to the Board in:

- (a) reviewing and recommending to the Board for approval, appropriate safety, sustainability and environment goals and objectives for the Company; and
- (b) monitoring the decisions and actions of management in upholding the Company's commitment as a signatory to the United Nations Global Compact and achieving the Company's goal to be a sustainable organisation, guided by its Circular Economy, Climate Change and Community focus areas.

Sustainability encompasses how the Company conducts its businesses, now and for the future, including through the pursuit of workplace safety, protection of human rights, reducing the Company's impact on the environment (including in respect of climate change, maximising resource recyclability and innovation in sustainable packaging solutions), a commitment to community and social responsibility, and maintaining the Company's reputation as a leading provider of sustainable packaging solutions.

### 2.2 Responsibilities

The Committee's responsibilities include:

- (a) **Safety**
  - (i) Reviewing and recommending to the Board for approval, appropriate safety goals and objectives for the Company.
  - (ii) Overseeing and reviewing the effectiveness of the Company's safety policies and functions to ensure the Company's safety goals and objectives are met.
  - (iii) Reviewing the Company's safety performance against agreed targets.
  - (iv) Monitoring and reviewing key safety issues and developments that may impact the safety goals and objectives for the Company, and make recommendations to the Board.

**(b) Human Rights**

- (i) Reviewing the effectiveness of the Company's policies and initiatives to respect human rights (including modern slavery) across the Company and its supply chain.
- (ii) Monitoring and reviewing key human rights issues and developments, and make recommendations to the Board regarding the management of human rights issues across the Company and its supply chain.

**(c) Environment**

- (i) Reviewing and recommending to the Board for approval, appropriate environmental goals and objectives for the Company.
- (ii) Overseeing the Company's environmental policies and functions to ensure the Company's goals and objectives are met.
- (iii) Reviewing the effectiveness of the Company's policies and initiatives designed to support environmental sustainability, including in respect of climate change, maximising resource recyclability and innovation in sustainable packaging solutions, and reduction of the Company's impact on the environment.
- (iv) Monitoring and reviewing key environmental issues and developments that may impact the environmental goals and objectives for the Company, and make recommendations to the Board.

**(d) Compliance**

- (i) Assisting the Board in its oversight of the Company's compliance with the requirements of the ASX Corporate Governance Principles and Recommendations and applicable legal and regulatory requirements as they relate to the Committee's role and responsibilities, and good corporate governance practices (including as a signatory to the United Nations Global Compact). This includes review of any required disclosure and external reporting content the Company is required to make, and provide recommendations to the Board for approval.

**(e) Community and Social Responsibility**

- (i) Reviewing the effectiveness of the Company's policies and initiatives on community engagement and social responsibility, and make recommendations to the Board.

### 3. Authority

- (a) The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
- (b) The Committee is authorised by the Board to retain and terminate outside advisors, experts or consultants, as it deems appropriate, at the Company's expense. The Committee will be provided with appropriate funding by the Company as the Committee determines for the payment of any outside advisors, experts or consultants.

### 4. Meetings

- (a) The Committee will meet at least quarterly. Additional meetings may occur as the Committee or its Chair deems necessary.
- (b) A quorum for any meeting will be two members of the Committee.
- (c) The Committee may (in accordance with the Company's Constitution) conduct meetings where Committee members are not in the physical presence of each other provided all Committee members involved in the meeting are able to reasonably participate in the discussion.
- (d) Copies of all papers provided to the Committee shall also be made available to all Board members.
- (e) The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next scheduled meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting. Copies of the minutes will also be circulated to the Board at the next scheduled meeting.

- (f) The Committee Chair, or a delegate, shall report to the Board following each meeting.
- (g) At the discretion of the Committee Chair, separate meetings may also be held with any member of the Company's executive management.
- (h) The Committee is authorised by the Board to seek any information it requires from any team member of the Company or any subsidiary of the Company in order to perform its duties.
- (i) Members of the Committee will undergo ongoing training and professional development as provided by any program developed for the Board as a whole or on a one-to-one basis as required.
- (j) The Committee will ensure that the results of assessments of its effectiveness and changes to its terms of reference are reported by the Board to shareholders.

## 5. Review

- (a) The Committee will conduct a review of its performance and effectiveness by reference to this Charter and current best practice and provide a report on its findings to the Board at least every two years.
- (b) The Committee will conduct a review of this Charter at least every two years. The Committee must refer any recommended changes for decision by the Board.

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