

**ESG COMMITTEE
TERM OF REFERENCE**



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ESG COMMITTEE TERMS OF REFERENCE

1. PURPOSE

1.1 The purpose of the ESG Committee is to provide oversight and guidance on the organisation's environmental, social, and governance (ESG) performance, policies, and strategies. The ESG Committee will oversee and coordinate the work of other committees, including the risk committee, health and safety committee, and compliance committee, to ensure alignment with the organisation's ESG goals.

2. COMPOSITION OF THE COMMITTEE

2.1 The Committee shall comprise:

- i. Chief Executive Officer ("CEO") – Chair
- ii. Chief Operations Officer ("COO")
- iii. Chief Financial Officer ("CFO")
- iv. Chief People Officer ("CPO")
- v. Chief Commercial Officer ("CCO")
- vi. Chief Technical Management Officer ("CTMO")
- vii. Chief Legal and Compliance Officer ("CLCO")
- viii. Chief Business Development Officer ("CBDO")
- ix. Risk Director ("RD")
- x. SHEQ Director ("SD")

2.2 The attendees by invitation shall comprise:

- i. Representatives of the shareholder (Macquarie)
- ii. Subject matter experts from relevant areas, including but not limited to finance, operations, human resources, legal, IT, technical services and compliance

2.3 The Committee Members shall report to the Chair and are appointed for such term as they hold their office.

2.4 The Committee shall meet, as required, which is expected to be on a monthly basis. Additionally, the CEO, or in his absence the CFO, may call for additional meetings when considered appropriate.

3. CHAIR OF THE COMMITTEE

3.1 The Chair of meetings of the Committee shall be the CEO. In the absence of the CEO, the Chair of the meeting shall be the CFO.

4. QUORUM

4.1 The quorum for any meeting of the Committee shall be a majority of its Members.

4.2 The Members of the Committee may participate in a meeting of the Committee from separate locations by means of videoconference, telephone or other communication equipment which allows those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

5. COMMITTEE PROCEDURES

5.1 Except as otherwise stated in these Terms of Reference, the Committee shall determine its own procedures.

6. COMMITTEE RESOLUTIONS

6.1 The Committee shall reach its decisions by a simple majority of its Members on the issue in question, with the CEO having a right of veto over the Committee's decisions. The CFO shall be the CEO's alternate for veto purposes.

6.2 Only the Members of the Committee shall have the right to attend and vote at Committee meetings. However, the Members shall be entitled to invite such other employees, representatives, or professional advisors of the Empark group to the Committee meeting as the members deem appropriate.

7. DUTIES OF THE COMMITTEE

The Committee shall be responsible for the following matters:

7.1 Setting ESG goals and strategies: The ESG Committee will develop and recommend ESG goals and strategies to the organisation's leadership team and board of directors, ensuring that they are aligned with the organisation's values, mission, and vision.

7.2 Monitoring ESG performance: The ESG Committee will monitor and report on the organisation's ESG performance, including progress against ESG goals, risks and opportunities, and emerging ESG issues that may impact the organisation's reputation or operations.

7.3 Overseeing ESG-related committees: The ESG Committee will oversee and coordinate the work of other committees, including the risk committee, health and safety committee, and compliance committee, to ensure that their activities are aligned with the organisation's ESG goals and strategies.

7.4 Identifying emerging ESG issues: The ESG Committee will identify emerging ESG issues that may impact the organisation's reputation or operations and recommend strategies to address them.

7.5 Engaging stakeholders: The ESG Committee will engage with internal and external stakeholders, including employees, customers, investors, and communities, to understand their perspectives on ESG issues and incorporate them into the organisation's ESG strategies.

7.6 Reporting to the board of directors: The ESG Committee will report regularly to the board of directors on the organisation's ESG performance, risks and opportunities, and emerging ESG issues.

7.7 Performing other activities related to ESG as requested by the Board and/or the Executive Committee or addressing issues related to any significant subject within its terms of reference.

8. NOTICE OF MEETINGS

8.1 The Committee meeting agenda and papers should be circulated by the RD at least three working days prior to the Committee meetings.

9. DOCUMENTATION, COMMUNICATION AND REPORTING

9.1 Minutes of the Committee shall be documented and maintained by a representative from the Risk & Compliance Department. The Minutes are to be kept and held by the RD and a copy is to be filed with the Company Secretary.

9.2 The Chair of the Committee shall notify the Executive Committee of the principal decisions reached by the Committee and/or circulate copies of minutes to the Executive Committee (where appropriate). The representative from the Risk & Compliance Department shall notify respective individuals of any decision(s) taken by the Committee that require their attention.

9.3 The Terms of Reference for the ESG Committee will be reviewed and updated as needed by the committee, with input from other relevant committees and stakeholders, to ensure that they are aligned with

the organisation's ESG goals and strategies. Any proposed amendments will be presented to the board of directors for approval.