



# Environmental, Social and Governance (ESG) Committee Charter

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**Reliance Worldwide Corporation Limited  
(Company)**

**ACN 610 855 877**

Adopted by the Board on 18 February 2022

# Committee charter

## 1 Membership of the Committee

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The Committee must consist of:

- only non-executive directors;
- a majority of independent directors;
- an independent director as chair; and
- a minimum of 3 members.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

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

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The role of the Committee is to assist the Board to discharge its responsibilities and duties related to material ESG matters relevant to the business activities of the Company and its subsidiaries. This may include topics such as climate change impacts, emissions, environmental and supply chain sustainability, human rights and diversity and inclusion objectives. In performing its role, the Committee will have regard to expectations of the Board, shareholders and other key stakeholders on ESG related matters.

The responsibilities of the Committee are to:

- (a) Provide advice on ESG matters to management;
- (b) Review, discuss with management and approve or, recommend to the Board for approval, the Company's initiatives, objectives, strategies and targets for ESG matters;
- (c) Refer to the Board, for decision or resolution any material ESG matters when necessary;
- (d) Review and monitor the Company's progress toward achieving approved ESG objectives and targets;
- (e) Receive and review reports on ESG related matters and discuss outcomes with management;
- (f) Receive reports on emerging ESG matters and, in conjunction with management, consider how these might impact the Company's ESG strategies, objectives or targets;
- (g) Review and monitor implementation of recommendations on ESG matters contained in reports received from the internal and/or external auditor;

- (h) provide input and guidance, when appropriate, with respect to communications with employees, investors and other stakeholders regarding the Company's position on or approach to ESG matters;
- (i) Liaise with the Audit and Risk Committee on overseeing and advising the Board on high-level ESG related risks;
- (j) Review any proposed public disclosures or statements to be made on key ESG matters, including disclosures in the Corporate Governance Statement and any standalone ESG reports, and provide recommendations to the Board or Disclosure Committee for approval;
- (k) The Committee is responsible for the review and oversight of the Company's Diversity Policy. The Company's vision for workplace diversity incorporates a number of different factors, including race, colour, religion, creed, national origin or ancestry, ethnicity, gender, age, physical, sexual orientation or mental disability.

In executing this role, the Committee will, with the appropriate support and input from management, review at least annually:

- (1) The effectiveness of the Diversity Policy, its objective and strategies; and
- (2) The division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation.

The Committee will report to the Board on the outcomes of its review, including any recommendations for changes to diversity and inclusion strategies or the way in which they are implemented; and

- (l) In accordance with the Company's Diversity Policy, review the measurable objectives set by the Board, including those set for achieving gender diversity in the composition of the Board, senior executives and workforce generally and, on an annual basis, assess the Company's progress in achieving those objectives and recommend any changes to the Board.
  - (1) Annually review and report to the Board on the relative proportions of women and men on the Board, in senior executive positions and across the whole workforce; and
  - (2) submit a report to the Board, which outlines the Committee's findings or, if applicable, provide the Board with the Company's most recent indicators as required by the Workplace Gender Equality Act 2012.

### 3 Review of Charter

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The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

## 4 Administrative matters and procedures

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The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

# Attachment 1

## Administrative matters and procedures

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### **Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

### **Quorum**

A quorum is at least 2 members.

### **Secretary**

The Company Secretary, or their delegate, must attend all Committee meetings as minute secretary.

### **Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

### **Independent advice**

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

### **Rights of access and authority**

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal without management present), and rights to seek explanations and additional information from both management and auditors. The Committee Chair will consult with the Chair of the Audit and Risk Committee before engaging with the Company's external auditor on ESG matters.

### **Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

## **Reporting**

The Committee chair will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of Committee meetings will also be provided to the Board with the next Board papers or otherwise distributed to Board members. The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.