



## Compliance Committee Charter

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### 1. ROLE

The role of the committee is to assist the Board of Directors in fulfilling its due diligence responsibilities for: -

- Occupational Health and Safety (OHS)
- Environmental Management (EM)

### 2. MEMBERSHIP OF THE COMMITTEE

- 2.1 The Committee will consist of no less than three members.
- 2.2 The Committee will be appointed by the Board and shall comprise three non-executive Directors.
- 2.3 The Chairman of the Committee is to be appointed by the Board. The Chairman should not be the Chairman of the Board of Directors.
- 2.4 The Board will formally approve all appointments and replacements to members of the Committee.
- 2.5 All other Directors may attend any meeting of the Compliance Committee in an ex officio capacity.
- 2.6 Appointment as a member of the Committee is automatically terminated when a Director ceases to be on the Board of Mackay Sugar Limited.

### 3. AUTHORITY

- 3.1 The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee shall not relieve the Board from any of its responsibilities.
- 3.2 There is to be no delegation of executive power to the Committee.

### 4. MEETINGS

- 4.1 The Committee will meet at least four times each year. The Committee will also meet at any other time the Chairman considers appropriate. Each Committee member is entitled to reasonable notice of a meeting.
- 4.2 The Committee may with the approval of the Chairman conduct meetings by telephone or videoconference provided that all Committee members involved in the meeting are able to participate in the discussion.
- 4.3 The Chairman will call a meeting of the Committee if so requested by any member of the Committee, or the Chairman of the Board.
- 4.4 The quorum for a meeting will comprise any two Committee members.

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- 4.5 A notice of each meeting confirming the date, time and agenda will be forwarded to each member of the Committee in the week prior to the date of the meeting.
  - 4.6 The Committee may invite any other people including any employee of the Company to attend all or part of its meetings.
  - 4.7 The Committee will actively encourage and support safety values by visiting the Company workplaces i.e. Cane Supply, Farleigh, Marian, Mossman and Racecourse once a year.
  - 4.9 The Company Secretary will prepare minutes of all Committee meetings. A copy of the minutes as approved by the Chairman will be included in the papers for the next meeting of the Board.

## **5.0 ROLE AND RESPONSIBILITIES**

The Committee will have oversight and review of:-

- 5.1 The Company's compliance with approved Health and Safety and Environmental policies and legislation and the impact of changes in Workplace Health and Safety legislation.
- 5.2 The adequacy of OHS and EM systems in complying with statutory and regulatory obligations.
- 5.3 The effectiveness of the Company's OHS systems in working towards the Company's safety and environmental objectives.
- 5.4 Key health, safety and environmental incidents and mitigation strategies that may have strategic business and reputational implications for the Company.

## **6. REPORTING**

- 6.1 The Chairman of the Committee shall report to the Board following each meeting.
- 6.2 The Committee will prepare and submit to the Board any additional reports as appropriate. The Committee has the ability to obtain independent professional advice to assist with its functions if required at the Company's expense.

## **7. REVIEW OF CHARTER**

The Committee must review the Charter annually to ensure that it remains consistent with the Committee's authority, objectives and responsibilities. Any changes to the Charter should be recommended to the Board for approval.

## **8. SELF ASSESSMENT**

The Committee shall evaluate its own performance on a regular basis, but not less than every two years.

28 September 2017