

1. Charter Purpose

The purpose of the Charter is to specify the authority delegated to the Health, Safety, Environment and Community (HSEC) Committee (Committee) by the Board of Directors (Board) of Dynamic Group Holdings Limited (Company) and to set out the role, responsibilities, membership and operation of the Committee.

2. Charter Authority

The Committee is established pursuant the Company's Constitution. The Committee is authorised by the Board to assist it in fulfilling its duties with regard to the oversight of HSEC matters. This Committee has the authority and power to exercise the role and responsibilities set out in this Charter and under any separate resolutions of the Board, from time-to-time. The Committee has no executive powers with regard to its recommendations and does not relieve the Board of its responsibilities for these matters.

3. Committee Purpose

The purpose of the Committee is to assist the Board:

- (a) in its oversight on health, safety, environment and community matters arising out of the Company's activities as they may affect employees, contractors, stakeholders and the local communities in which it operates; and
- (b) by making recommendations to the Board in relation to the effectiveness of the Company's risk management and regulatory compliance frameworks in respect of areas of risk management within the Committee's responsibilities (namely risks pertaining to health, safety, environment and community).

4. Membership

The Committee will consist of at least three members, one of whom will be a non-executive Director and one will be the Chief Executive Officer and, in each case, will be appointed or removed as a member of the Committee by the Board, following, in each case, a review by the Board in consultation with the Chair of the Committee (other than in respect of the Chair's own appointment or removal).

5. Chair

The Chair of the Committee will:

- (a) be elected by the Board;
- (b) must be a member of the Committee; and
- (c) preferably should be an independent Director.

6. Secretary

The Company Secretary will be the Secretary of the Remuneration and Nomination Committee at the request of the Chair of the Committee.

7. Other Attendees

The Chair of the Committee may invite any person to attend meetings of the Committee for all or any part of the meeting, including senior managers and external advisers. A standing invitation will be issued to all Directors to attend meetings of the Committee.

8. Quorum

A Quorum will be two independent Committee members.

9. Meetings

Meetings and proceedings of the Committee are governed by the provisions of the Company's Constitution in relation to regulating meetings and proceedings of the Board and committees of the Board insofar as they are applicable and not inconsistent with this Charter.

10. Meeting Frequency

The Committee shall meet as frequently as required but not less than two times a year. Any Committee member or Secretary of the Committee may call a meeting of the Committee.

11. Notice

A notice of each meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee (with a copy to all members of the Board excluding any matter where a conflict of interest has been notified) at least 4 business days prior to the date of the meeting. The notice of meeting will include the relevant supporting papers for the agenda items to be discussed.

12. Agenda

The Committee shall develop and agree a program capable of fulfilling its responsibilities. The program will include formal opportunities for the Committee to meet independently of management. The Chair, with the assistance of the Secretary of the Committee, will develop the agenda for each meeting on the basis of the program and any other matters deemed to be relevant to the particular meeting.

13. Minutes

Minutes of proceedings and resolutions of the Committee shall be kept by the Secretary of the Committee.

After preliminary approval has been given by the Chair of the Committee, minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting. Minutes will be confirmed at the next meeting of the Committee. Minutes, agenda and supporting papers will be made available to every Board member providing no conflict of interest exists.

14. Equality of Votes

The Committee Chair will not have a second or casting vote.

15. Access to Executives

The Committee has unrestricted access to Executives of the Company in order to fulfil its purpose and undertake its duties.

16. Relationship with Audit and Risk Management Committee

The Committee will, in matters related to risk and risk management, seek to co-ordinate its activities with the Audit and Risk Management Committee where appropriate. To facilitate this, copies of relevant documents will also be provided to the Audit and Risk Management Committee for information from time to time. The Chair of the Committee must liaise with the Chair of the Audit and Risk Management Committee on an ongoing basis to ensure that material matters related to risk and risk management are being considered by the appropriate Committee

17. Interaction with the Board

The Committee has no executive powers with regard to its recommendations and does not relieve the Board of its responsibilities for these matters.

In addition, the Board is ultimately responsible for deciding the nature and extent of the risks it is prepared to take to meet the Company's objectives. In relation to the Company's risk management framework, the Committee and the Audit and Risk Management Committee are designed, in relation to the areas of risk within their respective responsibilities, to assist the Board in fulfilling its responsibilities to oversee the Company's risk management framework.

18. Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must, following each Committee meeting, report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities.

19. Duties and Responsibilities

The Committee generally has responsibility for:

- (a) annually reviewing and endorsing the annual HSEC framework (at an individual business unit and consolidated format when available) prepared by management;
- (b) regularly monitoring the delivery of the HSEC framework (at an individual business unit and consolidated format when available) by receiving regular reports from management;
- (c) reviewing and monitoring the Company's compliance with applicable legal and regulatory requirements associated with health, safety, environment and community matters by receiving regular reports from management;
- (d) reviewing the adequacy of the Company's systems for reporting actual or potential accidents, significant incidents or breaches of these policies and related laws or regulations;
- (e) reviewing results of investigations and remedial actions in respect of any significant incident or accident;

- (f) monitoring the organisational learning to ensure that lessons from such incidents are shared across the Company;
- (g) advising the Board on significant developments in health, safety and environment legislation and other external requirements;
- (h) reviewing annually the Company's community engagement activities;
- (i) where a sustainability report is proposed for inclusion in the Company annual report, reviewing the report proposed to be published;
- (j) reviewing and monitoring those particular health, safety and environment risks identified pursuant to the Company's risk management framework; and
- (k) reporting annually to the Audit and Risk Management Committee on the effectiveness of the Company's risk management framework in respect of those areas of risk management within the Committee's responsibilities.

20. Committee's Performance and Evaluation

The Committee will review its performance by self-assessment, as required and preferably annually. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this Charter.

The Committee will present to the Board annually a report of its activities for the prior financial year and on its performance following the performance evaluation.

21. Knowledge

The Committee members will when required participate in a program of induction, training and development.

22. Review and Amendment of Charter

The Committee will evaluate its performance each year having regard to the purpose, responsibilities and other requirements of its Charter, including assessing the effectiveness of knowledge sharing with other Committees in the fulfilment of its responsibilities.

The Committee will, as required, assess the adequacy of this Charter and recommend to the Board any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and best practice.