

Health, Safety, Environment and Community Committee Charter

(24 August 2022)



Introduction

1. This is the Health, Safety, Environment and Community charter for Whitehaven Coal Limited (**Whitehaven**). The charter governs the procedures of the Health, Safety, Environment and Community Committee (**Committee**).

Health, Safety, Environment and Community Committee

2. The Committee is a committee of Whitehaven's Board (**Board**). The primary function of the Committee is to assist the Board in enabling Whitehaven to operate its businesses safely, responsibly and sustainably. The Committee will oversee and monitor the promotion, establishment and integration across Whitehaven of the principles of supporting health, safety, environment and community (**HSEC**) as foundations of good management and good business.
3. The Committee will have oversight on and review of:
 - a. Whitehaven's actions to meet its duty to ensure the protection of people and the environment;
 - b. initiatives to enhance Whitehaven's sustainable business practices and reputation as a responsible corporate citizen;
 - c. integration of HSEC in the formulation of Whitehaven's corporate strategy, risk management framework, and people and culture priorities; and
 - d. Whitehaven's compliance with all relevant legal obligations on the matters within the Committee's responsibilities.

Composition

4. The Committee will consist of at least three non-executive directors, a majority of whom are independent.
5. The Committee may invite any executive management team members or other individuals to attend meetings of the Committee. Any director who is not a member of the Committee may attend (but not vote at) a meeting of the Committee.
6. **Chairman:** the chairman of the Committee is appointed by the Board.
7. **Secretary:** the company secretary will be the secretary of the Committee.

Removal or Resignation

8. If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor.

Sub-Committee

9. The Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members. The procedural provisions in this charter applying to the Committee apply in relation to any sub-committee of the Committee.

Meetings

10. The Committee will meet at least four times a year, with additional meetings scheduled on an as needs basis.
11. Any Committee member or the secretary may call a meeting of the Committee. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee at least five days prior to the date of the meeting by the secretary. The notice for members will include relevant supporting papers for the agenda items to be discussed.
12. The Committee may have access to employees of Whitehaven and appropriate external advisers. The Committee may meet with these external advisers without management being present.
13. The chairman of the Committee, or delegate, will report to the Board.
14. Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary.
15. A quorum will comprise any two members. In the absence of the Committee chairman or appointed delegate, the members will elect one of their number as chairman for that meeting.
16. Each member will have one vote and the chairman of the Committee will not have a second or casting vote.

Duties and Responsibilities

17. The Committee is responsible for:
 - a. providing ongoing advice and recommendations to the Board on HSEC matters as requested and as appropriate, including with respect to Whitehaven's risk appetite and risk management framework;
 - b. acting as an interface between the Board and management on HSEC matters;
 - c. receiving and reviewing policies, reports and other materials on HSEC matters for Board consideration;
 - d. overseeing Whitehaven's compliance with relevant HSEC laws and policies;
 - e. reviewing and monitoring the adequacy and effectiveness of Whitehaven's HSEC management systems to implement Whitehaven's policies, including the adequacy of processes for identifying, assessing and seeking to avoid or minimise HSEC risks, and for assuring the sustainability of Whitehaven's businesses;
 - f. monitoring HSEC performance with a view to providing HSEC outcomes acceptable to workers, the community, customers and investors and making recommendations to the Board;
 - g. reviewing HSEC risks and issues, and action plans put in place by management to seek to minimise current risks and prevent incidents and making recommendations to the Board;
 - h. reviewing Whitehaven's HSEC initiatives and programs (and their success), and making recommendations to the Board;
 - i. considering reports submitted by management on HSEC performance and issues and making recommendations to the Board; and
 - j. oversight of physical risks associated with climate change.

Powers

18. The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it except where it has express delegated authority from the Board.

19. The Committee has unrestricted access to management and to internal audit personnel as well as to the external auditors as it may consider appropriate for the proper performance of its function.

Reporting

20. The Committee will prepare draft reports for Board consideration as required by law or listing rules or as requested by the Board on the matters within its responsibility, including regular reports to scheduled Board meetings, relevant sections of the annual report and other shareholder documents.

21. The Committee chairman or the chairman's nominee shall attend Board meetings and the annual general meeting prepared to respond to any director's or shareholder's questions (as applicable) on the Committee's activities.