



HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE CHARTER

Date of Charter: 10 November 2009

1. PURPOSE

The Board of Directors (**Board**) considers that an integral component of conducting ERM's businesses is the management of health, safety, environmental and sustainability matters. The Board is responsible for setting the policies and processes for compliance with all ERM's workplace health and safety (**WHS**) and environmental and sustainability policies (HSES policies).

To facilitate ERM's HSES policies, this Charter establishes the Board Health, Safety, Environmental and Sustainability Committee (**the Committee**). The primary function of the Committee is to assist the Board in enabling ERM to operate its businesses safely, responsibly and sustainably. The Committee will oversee and monitor the promotion, establishment and integration across ERM of the principles of safety, environmental responsibility and sustainability as the foundations of good management and good business.

The Committee will have oversight of and review of:

- ERM's actions to meet its obligation to maintain the health and safety of its people;
- the social, environmental and ethical impact of ERM's policies and practices;
- initiatives to enhance ERM's sustainable business practices and reputation as a responsible corporate citizen;
- integration of HSES in the formulation of ERM's corporate strategy, risk management framework, and people and culture priorities; and
- ERM's compliance with all relevant legal obligations on the matters within the Committee's responsibilities.

The Board may from time to time request the Committee to develop general HSES oversight and management policy positions for ERM or its subsidiaries for consideration by the Board.

The Committee will operate in accordance with this Charter adopted by the Board in respect of ERM, a subsidiary, business or project activity, structure, entity or site.

The Committee may recommend to the Board from time to time that a policy be modified either generally or in relation to a specific activity, entity or site.

2. MEMBERSHIP

The composition of the Committee shall be as determined by the Board from time to time.

The Chairman of the Committee shall be the Managing Director, or a person delegated by him/her.

3. RESPONSIBILITIES

The Committee is responsible for:

General Responsibilities

- Providing ongoing assistance and advice to the Board on HSES matters.
- Monitoring ERM's performance on HSES matters.
- Acting as an interface between the Board and management on HSES matters.
- Developing draft policies, reports and other materials on HSES matters for Board consideration.

Workplace Health and Safety (WHS)

- Overseeing ERM's compliance with relevant WHS legislation and ERM's Policy.
- Reviewing and monitoring the adequacy and effectiveness of ERM's WHS management systems to implement ERM's policies, including the adequacy of processes for identifying, assessing and seeking to avoid or minimise WHS risks.
- Monitoring WHS performance, with a view to providing WHS outcomes acceptable to investors, customers, employees and the community.
- Reviewing WHS risks and issues, and action plans put in place to seek to minimise current risks and prevent future incidents.
- Reviewing ERM's health and safety initiatives and programs, and their success.
- Considering reports submitted by management on health and safety performance and issues.

Environmental

- Overseeing ERM's compliance with relevant environmental legislation and ERM's Policy.
- Reviewing and monitoring the adequacy and effectiveness of ERM's environmental management systems to implement ERM's policies, including the adequacy of processes for identifying, assessing and seeking to avoid or minimise environmental risks.
- Monitoring environmental performance, with a view to providing outcomes acceptable to investors, customers, employees and the community.
- Reviewing environmental risks and issues, and action plans put in place to seek to minimise current risks and prevent future incidents.
- Considering reports submitted by management on environmental performance and issues.

Sustainability

- Reviewing ERM's sustainability principles and policies.
- Reviewing ERM's environmental and greenhouse gas footprint and tracking performance indicator trends.
- Reviewing priority goals and targets and monitoring implementation.
- Considering reports submitted by management on environmental performance and issues.
- Overseeing ERM's compliance with relevant legislation and ERM policies.

4. MEETINGS

The Committee shall meet at least four times a year, with additional meetings scheduled on an as needs basis. The Committee will endeavour to hold as many meetings as practicable at ERM business unit locations.

The Secretary of the Committee will be the Company Secretary or his/her designated representative. The Company Secretary shall be responsible for scheduling meetings, co-ordinating the preparation of the agenda, minutes and other supporting documentation for the meeting.

The agenda and supporting documentation will in the ordinary course be circulated to the Committee members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to members of the Committee.

A quorum of any meeting will be a majority of members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

As considered appropriate by the Committee, representatives of management and other relevant invitees may be invited to attend meetings and accompany Committee members on site visits.

Subject to any provision to the contrary as set out in this Part 4, Committee meetings shall otherwise be conducted in accordance with the Board Charter.

5. REPORTING

The Committee will prepare draft reports for Board consideration as required by law or 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.

The Chairman of the Committee or the Chairman's nominee shall attend Board meetings and the Annual General Meeting prepared to respond to any Directors or shareholder questions (as applicable) on the Committee's activities.

6. OTHER MATTERS

This Charter and any Policy Positions should be reviewed and updated at least every two years and changes required should be recommended to the Board for approval.

The Committee will bi-annually review its own performance.

To the extent the Committee deems necessary, it may, at ERM's expense, retain legal, accounting or other advisors. The Committee is authorised to seek any information it requires from any employee of ERM in order to perform its duties.

Approved by the Board 10 November 2009