

TasPorts Board Sustainability Committee Charter

1. INTRODUCTION & AUTHORITY

This Charter sets out the structure, role and responsibilities of the Sustainability Committee (**Committee**) of the Board of Tasmanian Ports Corporation Pty Ltd (**TasPorts**).

The Board authorises the Committee, within the scope of its duties and responsibilities set out in this Charter, taking into account any relevant shareholder policies, directives and guidelines.

2. OBJECTIVE

The objective of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- i. the social, environmental, and ethical impact of TasPorts business activities.
- ii. major corporate responsibility and sustainability initiatives and changes in policy.
- iii. stakeholder communication about TasPorts corporate responsibility and sustainability policies.
- iv. reporting to the board on proceedings and make appropriate recommendations to the Board for decision

In doing so, it is the responsibility of the Committee to maintain free and open means of communication between the Board and the senior management of TasPorts.

3. STRUCTURE

The Committee shall consist of no less than three (3) members, all being non-executive Directors.

The Board shall appoint the members of the Committee and the Committee Chair. The Committee Chair will not be chair of the Board.

Composition of the Committee will be reviewed annually by the Board to ensure the appropriate balance of skills, knowledge, and experience.

The CEO, CFO and a member of management with responsibility for sustainability have a standing invitation to attend sustainability committee meetings, but they do not vote.

External advisers may attend meetings by invitation of the Committee Chair, and they may participate in discussions, but they do not vote.

The Chair of the Board (should the Chair of the Board not be a member of the Committee) has a standing invitation to attend Committee meetings and Directors who are not Committee members may also attend Committee meetings.

New members of the Committee should be briefed by management and have the opportunity to review the sustainability related activities of the business as part of an induction procedure for new members. All members should be provided reasonable assistance to acquire and maintain appropriate skills in the area of sustainability governance.

4. RESPONSIBILITIES

The duties and responsibilities of the Committee include:

4.1 Environment and Sustainability

- i. oversee development, monitor execution and review effectiveness of TasPorts sustainability strategy to ensure it is consistent with the business strategy and objectives, supports TasPorts values and addresses material sustainability risks including those related to climate change.
- ii. review the effectiveness of TasPorts policies and initiatives designed to ensure sustainability and the minimisation of the Company's impact on the environment.
- iii. considering examples of how environment and sustainability related risks and opportunities could materially impact potential or actual operations of TasPorts and continuing to grow TasPorts organisational knowledge of environmental and sustainability issues.

4.2 Community and Social Responsibility

- iv. reviewing the effectiveness of TasPorts policies and initiatives on stakeholder engagement, ethical business practices and social responsibility.
- v. monitoring TasPorts community sustainability programs to ensure they are directed to benefit TasPorts customers and stakeholders and the communities in which TasPorts operates.
- vi. reviewing Tasmanian Aboriginal People policies and initiatives on cultural heritage and historical cultural heritage.

4.3 Stakeholder Engagement and Reporting

- vii. considering proposals from management and making recommendations to the Board on major initiatives related to TasPorts corporate responsibility and sustainability policies, principles and practices to meet changing stakeholder expectations.
- viii. approving specific external stakeholder communications about TasPorts corporate responsibility in the form of the Sustainability Report(s) including in the Annual Report;
- ix. supervising the development, implementation and reporting of TasPorts sustainability and climate change related disclosures by management and monitoring performance indicators.
- x. monitoring how effectively the views of TasPorts key stakeholder groups on social, environmental, and sustainability issues are considered through management engagement.

4.5 Other Responsibilities

Additionally, the Committee shall:

- i. Hold regular executive sessions with the CEO, and other senior management to discuss relevant sustainability related matters with the Committee.
- ii. Conduct or authorise any reviews, special projects or investigations into any matters within the Committee's charter or as may be requested from time to time by the Board.

5. RESOURCES

5.1 Internal Resources

The Committee and each Committee member shall have direct access to appropriate internal resources to assist in the discharge of the responsibilities set out in this Charter, including without limitation the Chief Executive Officer, Group Executive – Major Projects, Assets and Technical Services, Company Secretary and Manager Environment and Sustainability. Administrative support is available upon request.

5.2 External Resources

The Committee acknowledges that there will be occasions where matters of particular complexity or sensitivity warrant the use of external advisers. The Committee shall have access to appropriate funds to engage external advisers or specialists to advise on all matters relevant to the discharge of the responsibilities set out in this Charter.

6. ADMINISTRATION ARRANGEMENTS

6.1 Meetings

The Committee will meet at least four times per year and additionally as required.

The Chair must call a meeting if asked to do so by the Chair of the Board, and will decide if a meeting is required if requested by another Committee member.

6.2 Planning

The Committee will develop a forward meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year, that cover all the responsibilities outlined in this Charter.

6.3 Quorum

The quorum for meetings of the Committee is two members or if the majority of the Committee is greater than two persons, then that number of persons.

6.4 Secretariat

The Company Secretary will provide secretariat support to the Committee, including:

- i. Compiling and distributing relevant documents to be considered at meetings of the Committee to members (as well as any invitees to the meeting); and
- ii. Preparing minutes of each Committee meeting, to be signed by the Chair within a reasonable time after the meeting.

6.5 Conflicts of Interest

At the beginning of each Committee meeting, members must declare any potential or actual conflicts of interest that may apply to specific matters on the meeting agenda. Where required by the Chair, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of potential or actual conflicts of interest declared by members and action taken will be appropriately minuted.

6.6 Reviews

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board.

The Board will review the role of the Committee and this charter from time to time. The Board will take into account the Committee's recommendations on its role and Charter.

This Charter was approved by the TasPorts Board in their meeting held 27 June 2024.