

## SUSTAINABILITY COMMITTEE CHARTER

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## 1 ROLE

### 1.1 The Role of the Committee

The Sustainability Committee (**Committee**) will assist the Board to meet its oversight responsibilities in relation to the Company's sustainability policies and practices.

## 2 DUTIES

### 2.1 The Duties of the Committee

The duties of the Committee include reviewing, and making recommendations to the Board on, the Company's policy and performance in relation to sustainability-related matters, including:

- (a) health and safety;
- (b) process safety;
- (c) the environment;
- (d) climate change;
- (e) human rights;
- (f) heritage and land access;
- (g) security and emergency management; and
- (h) community relations.

## 3 COMPOSITION OF THE COMMITTEE

### 3.1 Composition

The Committee shall be appointed by the Board and shall be composed of:

- (a) only non-executive Directors;
- (b) at least three members, the majority of whom are independent;
- (c) a Chairman, also appointed by the Board, who is one of those independent non-executive Directors; and
- (d) at least one member possessing relevant skills, experience or qualifications in sustainability-related matters.

## **4 MEETINGS**

### **4.1 Committee Meetings**

The Committee will meet at least four times each year, and at such additional times as the Chairman of the Committee shall decide in order to fulfil its duties.

### **4.2 Agenda**

An agenda and any supporting documentation will be circulated to members of the Committee in advance of each meeting. The Chairman of the Committee will report the deliberations of each meeting of the Committee to the subsequent Board meeting.

### **4.3 Minutes**

The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee. Minutes of the meetings are distributed first to the Chairman of the Committee for confirmation and then to members as soon as practicable, and distributed to all Directors with their Board papers (unless circumstances otherwise require, for example where there is a conflict of interest).

### **4.4 Quorum**

The quorum for a meeting of the Committee will be a majority of the members.

### **4.5 Attendance**

In addition to the members of the Committee, any other Directors wishing to be present are entitled to attend Committee meetings (except in circumstances where there is a conflict of interest).

The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular the Committee may meet with external advisers, any executive or other employee, any other non-executive Director, and may do so with or without management present.

## **5 AUTHORITY**

### **5.1 Authority of the Committee**

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties, from any employee of the Company; and
- (b) to obtain, at the Company's expense, external legal or other professional advice on any matter within its Charter.

## **6 REVIEW**

### **6.1 Review of this Charter**

The Committee's Charter will be reviewed regularly and updated as required.

*Revised by the Woodside Petroleum Ltd. Board on 7 December 2018*