



Sydney Airport Limited

Safety, Security & Sustainability

Committee Charter

Purpose

This Charter sets out the authority and responsibilities delegated by the board of directors (Board) of Sydney Airport Limited (Sydney Airport) to the Safety, Security & Sustainability Committee (the Committee) and details how the Committee will operate.

Composition of the Committee

The Committee will comprise the Chief Executive Officer and at least three non-executive directors, a majority of whom are independent.

The Board will appoint one of the independent directors on the Committee to be chair of the Committee. The Chair of the board may be the chair the Committee.

The Company Secretary or his or her delegate will be the secretary of the Committee.

Meetings and minutes

The Committee will meet as frequently as it believes is required to fulfil its duties and responsibilities effectively, additional meetings may be convened if matters arise between scheduled meetings that need immediate consideration. Where a meeting is called at short notice, consideration (including in respect of the time and place) will be given to ensure a maximum number of Committee members are available to attend. In addition, the secretary of the Committee is required to call a meeting of the Committee if requested to do so in writing by any Committee member or the Board.

A quorum of the Committee is two members, at least one of which must be independent.

If the chair of the Committee is unable to attend a meeting and no acting chair has been appointed, another member of the Committee who is an independent director will act as chair at that meeting.

Matters requiring a decision will be decided by a majority of votes of members of the Committee present at meetings. The chair does not have a casting vote.

Any director may attend meetings of the Committee, but only members of the Committee will have voting rights. The Committee may invite other persons to its meetings as it deems necessary.

Draft minutes of the Committee will be prepared by the secretary of the Committee, approved by the chair of the Committee and circulated to all members of the Committee. Final minutes of each Committee meeting will be provided to the Board.

At the next Board meeting after a Committee meeting, the chair of the Committee will provide an update on any material matters that should be brought to the Board's attention or that require the Board's approval.

Access to Information and Independent Advice

The Committee must be provided with the information it needs to efficiently discharge its duties. This must be provided by management in a form and timeframe and be of sufficient quality.

The Committee has authority to conduct or authorise investigations into any matters within its role and to refer matters to other committees of the Board for review.

The Committee may make recommendations to the Board about any matter within the Committee's duties and responsibilities that require a decision of the Board.

The Committee does not have the authority to make decisions on any matter reserved for the Board, unless the power to make a decision is specifically delegated by the Board through this Charter or as authorised by resolution of the Board.

The Committee may at any time meet with appropriate external consultants or any member of management in a separate session to discuss any matters that the Committee, consultants or relevant member of management believe should be discussed privately.

Committee members are entitled to obtain reasonable independent legal, financial or other advice at Sydney Airport's cost. Any Committee member seeking independent advice must first discuss the request with the chair of the Committee who will facilitate obtaining such advice and, where appropriate, will provide a copy of the advice to each of the other Committee members.

Charter review

The Committee will review this Charter as required to ensure that it is consistent with the Committee objectives and responsibilities. Any changes to the Charter must be approved by the Board.

Safety, Security & Sustainability Committee responsibilities

The role of the Committee is to assist the Board by:

- overseeing and reviewing the effectiveness of policies, strategies, initiatives and systems
- recommending policies, strategies initiatives and systems to the Board that ensure compliance with laws and regulations and allow for continuous improvement
- monitoring alignment with industry best practice and relevant Sydney Airport policies
- monitoring community engagement, investment activities and programs
- monitoring that appropriate resources and expertise are devoted to committee focus areas
- overseeing the reporting of significant incidents and accidents and the investigations into these
- overseeing, monitoring and reporting of material risks
- overseeing and monitoring performance and reporting to external stakeholders
- maintaining up to date knowledge and understanding of risks related to the nature of the business
- assisting with the verification that the business has processes and implements those processes to manage risk

In the SSS Committee the focus will be on the areas of:

- safety (WHS and Aviation)
- security
- environmental management
- climate change
- community relations and investment
- sustainability performance and reporting