



**HEALTH, SAFETY
AND
ENVIRONMENTAL
COMMITTEE
CHARTER**

Title: Health, safety and environmental committee charter

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1. DEFINITIONS AND INTERPRETATION

Term	Meaning
“board”	The board of directors of Northam.
“business days”	Any day other than a Saturday, Sunday or official public holiday in South Africa.
“charter”	The health, safety and environmental committee charter herein governing the role and responsibilities of this committee.
“Chief Executive Officer” or “CEO”	A Chief Executive Officer is the highest-ranking executive in a company. This director’s primary responsibilities include making major corporate decisions, managing the overall operations and resources of a company, and acting as the main point of communication between the board and corporate operations.
“Chief Financial Officer” or “CFO”	A Chief Financial Officer is an executive director primarily responsible for managing the financial risks of a company. This director is also responsible for financial planning and record keeping, as well as financial reporting to the board.
“group”	Northam and all its subsidiaries, joint arrangements and associates.
“health, safety and environmental committee” or the “committee”	A sub-committee of the board tasked with assisting the board with health, safety and environmental matters, to which this charter relates.
“memorandum”	Northam’s memorandum of incorporation.
“MHS Act”	Mine Health and Safety Act No. 29 of 1996.
“MPRDA”	Mineral and Petroleum Resources Development Act No. 28 of 2002.
“National Water Act”	National Water Act No. 36 of 1998.
“NEMA”	National Environmental Management Act No. 107 of 1998.
“nomination committee”	The nomination committee reviews the structure, size and composition of the board, the appointment of members to board committees and also makes recommendations to the board as appropriate.
“non-executive board member”	A member of the board of directors who does not form part of the executive management team.
“Northam” or the “company”	Northam Platinum Holdings Limited.
“OHSA”	Occupational Health and Safety Act No. 85 of 1993.

2. INTRODUCTION

The committee has been established by the board as a committee of the board to advise and assist the board and senior management in regard to the objectives and standards as detailed in this charter.

The committee does not provide relief to board members for their joint and several responsibilities regarding their fiduciary duties and they must continue to exercise due care and judgement in accordance with their legal obligations.

The charter is subject to the provisions of the memorandum and any other applicable law or regulatory provision. Where the charter transgresses legislation and / or rules of the memorandum, that legislation and / or regulation takes precedence over the charter.

3. PURPOSE AND OBJECTIVES

The purpose of this charter is to set out the role and responsibilities of the committee.

4. SCOPE AND APPLICABILITY

This charter applies to all members of the committee.

5. COMPOSITION OF THE COMMITTEE AND QUORUM

- 5.1 The committee shall comprise not less than 3 (three) board members.
- 5.2 A majority of members of the committee shall be independent.
- 5.3 The board, through the nomination committee, shall appoint the members, one of whom shall be appointed as chairperson.
- 5.4 A simple majority of members is deemed to be a quorum. Invited participants are not part of the quorum and do not vote.
- 5.5 The failure by the committee to have the minimum number of members does not limit or negate the authority of the committee or invalidate anything done by the committee while their number is below the minimum number fixed in accordance with this charter.

6. MEETINGS AND PROCEDURES

- 6.1 The committee shall meet formally at least 4 (four) times a year or at such other frequency as it may decide at its sole discretion;
- 6.2 The notice of each meeting of the committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each member of the committee at least 4 (four) business days prior to the date of each meeting;
- 6.3 The chairperson of the committee may consult members of the committee at any time and members may conclude any matter requiring the approval of the committee by means of a round robin / written resolution approved by a majority of members;
- 6.4 The committee may specifically delegate to any of its members authority to conclude any matter requiring the authority of the committee. The outcome of any such delegation shall be reported to the committee at its next meeting;
- 6.5 The company secretary of the company shall act as secretary to the committee, and shall be responsible for keeping minutes of all meetings. Minutes of the meeting should be circulated in good time for members to review and once approved, shall be circulated to other members of the board; and
- 6.6 The chairperson of the committee shall report to the board at its next succeeding meeting.

7. FUNCTIONS AND DUTIES

Northam is committed to the achievement and maintenance of world class standards in the management of the health and safety of its employees and the management of its environment.

7.1 The committee shall:

- 7.1.1 Review the health, safety and environmental policies and standards applied by the group;

- 7.1.2 Enquire as to the adequacy of the compliance by the group with its health, safety and environmental policies and standards as well as laws, regulations and external standards;
- 7.1.3 Enquire as to the adequacy and timeliness of investigations into health, safety and environmental incidents;
- 7.1.4 Monitor compliance by the group with recommendations made by management pursuant to any investigation of health, safety and environmental incidents;
- 7.1.5 Consult any external advisers to enhance its understanding of developments and requirements in the sectors of health, safety, and the environment; and
- 7.1.6 Perform any function which is necessary or incidental to its responsibilities pursuant to the charter.

7.2 The committee shall convey its findings and recommendations to the board for consideration, review and any decision making.

7.3. The committee shall exercise the powers and duties of the board in regard to the administration of the Northam Restoration Trust Fund, as well as any necessary amendments to the Trust Deed under which the Fund was established.

8. EVALUATION

8.1 An independent evaluation of the effectiveness of this committee may be performed every second year.

8.2 The committee should, at least once every 3 (three) years, review its own performance and that of its members, constitution and charter to ensure it is operating at maximum effectiveness.

9. RELATED POLICIES, LEGISLATION AND STANDARDS

The charter is subject to the provisions of:

- 9.1 MHS Act;
- 9.2 MPRDA;
- 9.3 National Water Act;
- 9.4 NEMA;
- 9.5 OHS Act;
- 9.6 any other applicable laws or regulatory provisions.

Where this charter transgresses legislation and/or rules of any applicable Acts, that legislation and/or regulation takes precedence over the charter.

10. GOVERNANCE

This charter must be approved by the board and the chairperson of this committee and should be reviewed at least once every 3 (three) years to ensure effective functioning of the committee, compliance with the latest corporate governance best practice and alignment with the company's responsibilities with respect to being and being seen as a responsible corporate citizen.