

## CHARTER

# Safety, Sustainability and Operational Risk Committee Charter

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Approved date:	6 March 2026
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*The Meridian Board of Directors (“the Board”) has established a Committee of Directors known as the Safety, Sustainability and Operational Risk Committee (“the Committee”).*

## 1. OBJECTIVE

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- 1.1 The objective of the Committee is to assist the Board in fulfilling its responsibilities and objectives in all matters related to safety, sustainability and operational risk (including cyber security and physical security risk). Wellbeing matters are the responsibility of the People, Remuneration and Culture Committee.

## 2. COMPOSITION

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- 2.1 The Committee is appointed by the Board and comprises a minimum of two Directors.
- 2.2 The Chair of the Committee is appointed by the Board.
- 2.3 The quorum of the Committee shall be two members. The Committee may co-opt any other Director to attend a Committee meeting in the event that one of the Committee members is absent or unavailable. Any Director so co-opted shall be counted as part of the quorum.
- 2.4 The Chief Executive will normally attend meetings of the Committee. Other representatives of Management as considered appropriate may also attend meetings by invitation.

## 3. AUTHORITIES

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- 3.1 The Committee does not have the authority to make a decision in the Board’s name or on its behalf unless specifically authorised to do so by this charter or as directed by the Board. The Committee will make recommendations to the Board as set out in this charter.
- 3.2 Directors have complete access to Meridian’s Senior Executive team through the Chair, Chief Executive or Company Secretary at any time.
- 3.3 The Committee is authorised by the Board to obtain, at the expense of Meridian, outside legal or other independent professional advice as it sees necessary to carry out its responsibilities.

## 4. RESPONSIBILITIES

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Where there are matters relating both to sustainability and:

- financial risk or climate-related disclosure risk, these will be the responsibility of the Audit and Financial Risk Committee (other than those items raised by the Audit and Financial Risk Committee in 4.15 below);

- people, remuneration or culture, these will be the responsibility of the People, Remuneration and Culture Committee.

The responsibilities of the Committee will be those delegated by the Board from time to time and shall include (without limitation):

#### **Health & Safety**

- 4.1 Periodically reviewing, and recommending to the Board for approval, Meridian's policies and procedures related to Health and Safety.
- 4.2 Monitoring compliance with Meridian's policies related to Health and Safety.
- 4.3 Reviewing Meridian's health and safety initiatives, the outcomes achieved and considering reports submitted by Management on health and safety performance.
- 4.4 Ensuring Meridian is properly identifying, managing and reporting health and safety risks and performance including identifying opportunities for improvement and ensuring there are systems in place to do so.
- 4.5 Reviewing and recommending to the Board the format of reporting to the Board on health and safety performance.
- 4.6 Reviewing significant health and safety related incidents, subsequent investigations, and the remedial actions taken by Management to minimise the risk of recurrence.
- 4.7 Reviewing Meridian's safety initiatives and outcomes achieved with regard to enhancing Meridian's reputation both externally and with staff, and in implementing safe business practices.

#### **Sustainability**

- 4.8 Reviewing and recommending to the Board for approval sustainability initiatives generally and more specifically as set out in 4.9 – 4.14 below.
- 4.9 Reviewing and recommending Board approval of the integrated annual report Global Reporting Initiative (GRI) content, greenhouse gas emissions inventory, climate action plan and modern slavery statements.
- 4.10 Monitoring compliance with Meridian's sustainability metrics and targets,
- 4.11 Ensuring Meridian has an effective sustainability strategy and appropriate reporting (including in relation to sustainability disclosures and sustainability indices) and supporting processes and monitoring Management's execution of that strategy.
- 4.12 Reviewing and providing oversight of the development and implementation of Meridian's sustainability initiatives, targets and outcomes achieved with regard to enhancing Meridian's reputation both externally and with staff, and in implementing sustainable business practices.
- 4.13 Reviewing the company's environmental, social and governance (ESG) activity on a quarterly basis, with focus areas including emissions reduction opportunities, broader nature-related topics, modern slavery and human rights.
- 4.14 Considering reports submitted by Management on sustainability performance and issues.

#### **Operational risks**

- 4.15 Reviewing operational risks (including technology, customer experience, cybersecurity, physical security, ESG, climate related disclosure risks as they relate to the greenhouse gas emissions inventory and any other risks raised for inclusion in the Committee's agenda by the Audit and Financial Risk Committee) and ensuring mitigation measures are in place to deal with those risks.
- 4.16 Overseeing Meridian's strategies and activities in relation to operational risk including operational risk management frameworks and internal controls.

- 4.17 Reviewing significant operational incidents (including cyber security incidents and physical security incidents) or near misses, subsequent investigations, and the remedial actions taken by Management.
- 4.18 Reviewing Meridian’s policies, practices, standards and safeguards for operational risk along with associated controls, including periodic incident reporting, roadmap implementation and control maturity (including those actions identified from audit reports presented to the Audit & Financial Risk Committee).
- 4.19 Reviewing on an annual basis, the company’s Emergency Management Plan.

*Te Tiriti / the Treaty*

- 4.20 Supporting Meridian’s commitments in respect of Te Tiriti / the Treaty.

## 5. FREQUENCY OF MEETINGS

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- 5.1 The Committee will meet at least 3 times a year to ensure it fulfils its responsibilities.

## 6. ADMINISTRATION

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- 6.1 The General Counsel or their nominee shall act as secretary to the meeting. The Office of the CEO shall provide all secretariat functions for the Committee.

## 7. REVIEW OF COMMITTEE CHARTER

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- 7.1 The Committee shall undertake an annual self-review of its objectives and responsibilities and of its Charter and report back to the Board.
- 7.2 The Committee may at any time initiate a review of this Charter and make appropriate recommendations to the Board.