



BWX Limited

ACN 163 488 631

ESG AND SUSTAINABILITY COMMITTEE CHARTER

1. Introduction

- 1.1 The ESG and Sustainability Committee is a committee of the Board of Directors of BWX Limited ACN 163 488 631 (**Company** and, together with its subsidiaries, the **BWX Group**) (**ESG and Sustainability Committee**).
- 1.2 The Board of Directors of the Company (**Board**) have established the ESG and Sustainability Committee in accordance with the Company's Constitution.
- 1.3 This Charter sets out the scope of the responsibilities of the ESG and Sustainability Committee in relation to the Company and the BWX Group.

2. Objectives

- 2.1 The objectives of the ESG and Sustainability Committee are to:
 - (a) Assist the Board in identifying, assessing and addressing the environmental, social and governance (**ESG**) and sustainability risks and opportunities of the Company;
 - (b) Ensure that the ESG and sustainability goals, initiatives and reporting meets stakeholder requirements and exceeds shareholder expectations; and
 - (c) Assess proposed charitable giving and philanthropic ventures and advise the Board on their suitability.

3. ESG and Sustainability Committee composition

- 3.1 The ESG and Sustainability Committee must comprise of at least two Directors, all of whom are non-executive Directors.
- 3.2 The Board will appoint the Chair.
- 3.3 The ESG and Sustainability Committee will appoint a Secretary.

4. ESG and Sustainability Committee Responsibilities

- 4.1 The responsibilities of the ESG and Sustainability Committee are:
 - (a) Overseeing the BWX Sustainability Framework and recommending any changes to the framework;
 - (b) Overseeing the development and execution of the ESG and sustainability goals and initiatives of the Company;
 - (c) Recommending the ESG and sustainability goals and initiatives of the Company to the Board;
 - (d) Overseeing and advising on the ESG and sustainability reporting to ASX, including in the relevant section of the Annual Report;
 - (e) Advising the Board on the current market and investor trends around ESG and sustainability;
 - (f) Overseeing the development of a charitable giving and philanthropic ventures policy;
 - (g) Recommend to the Board the approval of individual charitable giving and philanthropic ventures; and

- (h) any other responsibilities as determined by the ESG and Sustainability Committee or the Board from time to time.

8. ESG and Sustainability Committee meetings

- 8.1 The ESG and Sustainability Committee will meet at least four times per year or as often as it considers necessary.
- 8.2 A quorum for an ESG and Sustainability Committee meeting is two Committee members.
- 8.3 ESG and Sustainability Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 8.4 The ESG and Sustainability Committee may invite other persons it regards appropriate to attend and contribute to ESG and Sustainability Committee meetings. The Chief Executive Officer and Company Secretary will be expected to attend all meetings, unless otherwise agreed by the Committee.
- 8.5 The ESG and Sustainability Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

9. Minutes of ESG and Sustainability Committee meetings

- 9.1 The ESG and Sustainability Committee must keep minutes of its meetings.
- 9.2 The Chair of the ESG and Sustainability Committee will regularly update the Board about the ESG and Sustainability Committee's activities. The minutes of each ESG and Sustainability Committee meeting must be included in the papers for the next full Board meeting after each meeting of the ESG and Sustainability Committee, except if there is a conflict of interest.
- 9.3 Minutes must be distributed to all ESG and Sustainability Committee members within ten working days of the meeting, after the ESG and Sustainability Committee Chair has approved them.
- 9.4 The agenda and supporting papers are available to all Directors upon request to the ESG and Sustainability Committee secretary, except if there is a conflict of interest.

10. Access to information and independent advice

- 10.1 The ESG and Sustainability Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- 10.2 The ESG and Sustainability Committee has access to management, to interview and seek explanations and information from them.
- 10.3 The ESG and Sustainability Committee may seek professional advice from appropriate external advisers, at the Company's cost. The ESG and Sustainability Committee may meet with these external advisers without Management being present.

11. Review and changes to this charter

- 11.1 The ESG and Sustainability Committee will review this Charter annually or as required.

12. Approved and adopted

- 12.1 This Charter was approved by the Board on 29 April 2021.