

Incitec Pivot Limited

Charter for Health, Safety, Environment and Community Committee

Adopted by the Board 23 February 2007

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INCITEC PIVOT LIMITED

CHARTER FOR THE HEALTH SAFETY ENVIRONMENT AND COMMUNITY (HSEC) COMMITTEE

1 GENERAL SCOPE AND AUTHORITY

1.1 Purpose

To specify the authority delegated to the Health, Safety, Environment and Community Committee (**HSEC**) (**Committee**) by the Board of Directors of Incitec Pivot Limited (**Board**) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is established pursuant to Rule 8.3 of the Incitec Pivot Constitution and Rule 8.1 of the Incitec Pivot Board Charter.

2 PURPOSE OF THE COMMITTEE

2.1 The purpose of the Committee is to assist the Board of Directors to discharge its overall responsibilities in relation to health, safety, environment and community matters arising out of the Group's activities as they may affect employees, contractors, and the local communities in which it operates.

2.2 The Committee has no executive powers with regard to its recommendations and does not relieve the Board of its responsibilities for these matters.

3 RESPONSIBILITIES OF THE COMMITTEE

3.1 Responsibilities

The Committee generally has responsibility for:

- (a) considering, and recommending to the Board for adoption, a HSEC Policy;
- (b) reviewing and assessing the HSEC management system and standards;
- (c) reviewing and ensuring appropriate reporting mechanisms to the Board are in place in connection with HSEC matters;
- (d) considering regular periodic reports submitted by management on HSEC performance and issues, including the impact of changes in relevant legislation, community expectations, research findings, HSEC practices and technology; and
- (e) reviewing reports concerning HSEC incidents within the Group.

3.2 Reporting to the Board

The Chairman of the Committee (or a person nominated by the Chairman of the Committee for that purpose) must, following each Committee meeting, report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee will consist of at least three members each of whom will be appointed or removed by the Board, following in each case a review by the Board in consultation with the Chairman of the Committee (other than in respect of the Chairman's own appointment or removal).

4.2 Chairman

The Chairman of the Committee:

- (a) will be elected by the Board;
- (b) must be a member of the Committee; and
- (c) must be an independent Director.

4.3 Company Secretary

The Company Secretary shall be secretary of the Committee.

5 MEETINGS & COMMITTEE PROCESS

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions of Incitec Pivot's Constitution regulating meetings and proceedings of the Board and committees of the Board insofar as they are applicable and not inconsistent with this Charter.

5.2 Frequency

The Committee shall meet as frequently as required but not less than 4 times a year. Any Committee member or Secretary of the Committee may call a meeting of the Committee.

5.3 Quorum

A quorum will comprise of any two independent Non-executive Director Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman of that meeting.

5.4 Notice

A notice of each meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee (with a copy to all members of the Board excluding any matter where a conflict of interest has been notified) at least 4 days prior to the date of the meeting. The notice of meeting will include the relevant supporting papers for the agenda items to be discussed.

5.5 Agenda

The Committee shall develop and agree a program capable of fulfilling its responsibilities.

The program will include formal opportunities for the Committee to meet independently with management.

The Chairman, with the assistance of the Secretary of the Committee, will develop the agenda for each meeting on the basis of the program and any other matters deemed to be relevant to the particular meeting.

5.6 Attendance

The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate.

5.7 Access to executives

The Committee has unrestricted access to executives of the Group in order to fulfil its purpose and undertake its duties.

5.8 Powers

The Committee has the ability to direct any special investigations it deems necessary and to obtain professional advice from employees within the Group or from appropriate external advisers. Costs of meeting with external advisers will be borne by Incitec Pivot.

5.9 Minutes

Minutes of proceedings and resolutions of the Committee shall be kept by the Secretary of the Committee. Minutes shall be distributed to all Committee members and the Chairman of the Board, after preliminary approval has been given by the Committee Chairman. Minutes, agenda and supporting papers will be made available to all members of the Board providing no conflict of interest exists.

6 REVIEW OF CHARTER & PUBLICATION

The Committee will review its Charter from time to time and make recommendations to the Board as to any changes it considers should be made. The Charter may be amended by resolution of the Board.

This Charter or a summary of this Charter will be available on Incitec Pivot's website and the key features will be published in the annual report.

Approved by the Board on 23 February 2007.