

Safety and Sustainability Committee Charter

1 Purpose

The Safety and Sustainability Committee (the **Committee**) is a committee of the DuluxGroup Limited (**DuluxGroup**) Board created to assist the Board in the effective discharge of its responsibilities in relation to safety and sustainability matters arising out of activities within DuluxGroup as they affect employees, contractors, visitors, customers and the communities in which DuluxGroup operates.

2 Membership

- 2.1 The Committee consists of at least two Directors including at least one Non-executive Director and the Managing Director.
- 2.2 The Chairman, members, and term of appointment of each member shall be determined by the Board. Any Directors who are not members may also attend meetings of the Committee.
- 2.3 The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.

3 Meetings

- 3.1 The Committee meets at least four times each year or more frequently as required.
- 3.2 The Chairman or the Secretary may call a meeting.
- 3.3 Two Directors shall constitute a quorum provided that one of those directors is a Non-executive Director.
- 3.4 The Chairman of the Committee will report to the Board following each Committee meeting and annually report back against the Committee's objectives and activities.
- 3.5 The Secretary to the Board will be the Secretary to the Committee.

4 Responsibilities

The Committee has no delegated authority, but will review, recommend and report to the Board on strategic issues and exposures relating to safety and sustainability by:

- 4.1 Safety
 - (a) considering safety issues that may have strategic, business and reputational implications for the Group and reviewing appropriate measures and responses, including the identification of key risks and appropriate mitigation strategies;

- (b) reviewing appropriate safety objectives, targets and strategies and considering reports of management as to the attainment of those objectives and targets;
- (c) monitoring compliance with DuluxGroup's safety policies and any legislative requirements;
- (d) ensuring that the Board is periodically updated in relation to, and overseeing DuluxGroup's compliance with, best practice safety standards and procedures, as applicable to the circumstances of the Group;
- (e) reviewing significant safety incident investigation reports and recommending any changes to procedures that may be necessary from time to time; and
- (f) considering regular periodic reports submitted by management on safety, health and environment performance and issues, including the impact of changes in legislation, community expectations, research findings and technology.

4.2 Sustainability

- (a) considering sustainability issues that may have strategic, business and reputational implications for DuluxGroup and reviewing appropriate measures and responses, including the identification of key risks and appropriate mitigation strategies;
- (b) reviewing appropriate sustainability objectives, targets and strategies;
- (c) monitoring compliance with relevant legislation/regulations as to sustainability and related topics;
- (d) reviewing sustainability practice and performance;
- (e) maintaining a watching brief on key environmental issues, including legacy site issues;
- (f) educating the Group's employees and contractors and customers, as appropriate, in relation to the importance to the Group's future operations and commitment to environmental sustainability and social responsibility in the Group's operations, products and interactions with the community; and
- (g) reviewing the effectiveness of Group policies and initiatives designed to deliver sustainable solutions including educating the Group's employees and contractors regarding, and adopting practices aimed at maximising, (to the extent economic and in the interests of DuluxGroup's stakeholders) materials recycling, responsible use of finite resources (including water and energy), minimising emissions to the extent practicable and promoting community programs aimed at improving community sustainability.

5 Authority

- 5.1 In carrying out its duties the Committee shall have the authority to discuss directly with management, internal auditors or consultants any issue within its remit and to request reports, explanations and information of any of the activities or procedures of the Group.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other professional advice if it considers this necessary.

6 Review and changes to this charter

- 6.1 The Committee will review this charter annually or as often as it considers necessary.
- 6.2 The Board may change this charter from time to time by resolution.

7 Approved and adopted

This charter was ratified by the DuluxGroup Limited Board on 11 October 2010 and will be adopted by the Safety and Sustainability Committee.