

# Reliability and Plant Performance Committee Charter

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The Board of Directors of CS Energy Ltd (**Board**) is responsible for the oversight of effective systems for monitoring the performance of plant, oversight of technical solutions affecting performance and the review of material capital and reliability projects. The Board has established a Reliability and Plant Performance Committee to assist the Board with the discharge of these duties.

The Reliability and Plant Performance Committee Charter outlines the role and responsibilities as well as the composition and meeting requirements of the Committee as set out below.

## Role of the Committee

The role of the Committee is to assist the Board in fulfilling responsibilities relating to:

- (a) Monitoring plant performance across CS Energy's plant portfolio;
- (b) Ensuring that Management responds to technical issues affecting or likely to affect plant performance in a timely and prudent manner;
- (c) Monitoring the management and governance of overhauls and major capital work projects;
- (d) Reviewing from time to time strategic asset management plans, including plant operating mode and asset life planning; and
- (e) Other significant technical matters - particularly matters related to plant capability and reliability being undertaken or addressed from time to time by the Company.

The Committee shall act as a technical review sub-committee of the Board, reviewing technical matters relating to performance of the Company's assets that are either referred from the Board, raised directly with the Committee by Management or raised by the Committee itself.

## Duties and Responsibilities

To satisfy the obligations of the Committee, it will undertake the following activities:

- (a) Review and make recommendations to the Board on matters relating to plant performance across the portfolio;
- (b) Maintain, through regular scheduled meetings, a forum for communication and technical discussion between members of the Committee, senior management, the Chief Executive and key project advisers on plant performance matters and the progress of key projects;
- (c) Serve as a party independent of Management to review and comment, as required to the Board, on any matters associated with the general conduct of material plant related capital projects, including overhauls, which, in the Committee's opinion, should be brought to the Board's attention; and
- (d) Review performance of assets and significant availability and reliability incidents.



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## Authority and Delegation

The Committee will act in terms of the delegated authority of the Board as recorded in this Charter and any specific authority delegated by the Board from time to time.

The Board has not delegated any decision-making powers to the Committee.

The Committee has the power to investigate any activity within the scope of the Charter and may determine, at its discretion, that any matter should instead be referred to the Board for the Board's consideration.

## Composition

The Board will appoint at least two non-executive Directors to the Committee.

The Committee Chair will be a member of the Committee, appointed by the Board.

Any director of the Company who is not a member of the Committee may attend meetings of the Committee, provided, however, that any director who is not a member of the Committee may not vote on any matter coming before the Committee for a vote.

## Quorum

A quorum consists of two Committee members. Where only one Committee member is available, then any other Board Director may attend to constitute a quorum.

If the elected Chair is not available within five minutes of the scheduled start time of a meeting then the Committee shall elect an interim Chair from among the members for that meeting.

## Term of Membership

The term of membership will endure while each member remains a Director of CS Energy or until such time as the Board determines otherwise.

The Board will review membership of the Committee and its performance and effectiveness on an ongoing basis.

Vacancies on, or absence from, the Committee shall be addressed by the Board as required.

## Meetings

The Committee shall determine the frequency of regular meetings and such additional meetings as the Committee Chairman decides in order to fulfil its duties. In addition, the Chairman shall call a meeting of the Committee if requested to do so by the Board.

## Secretariat

The Company Secretary, or their delegate, is the Secretary of the Committee, and will be responsible with the Chair of the Committee, and the Chief Executive for establishing the meeting agenda and frequency of meetings.



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The Secretary is responsible for keeping the minutes of the meetings of the Committee. Draft minutes will be prepared by the Secretary and circulated to the Committee members within 10 working days of the date of the meeting for comment. Following receipt of any comments, the updated minutes will be provided to the Chair of the Committee for consideration prior to formal acceptance at the subsequent Committee meeting.

## Access

The Committee has the authority to seek any information it requires to execute its duties and responsibilities from any officer or employee of the Company.

The Committee is authorised to consult independent experts for advice as it reasonably considers necessary, to execute its duties and responsibilities.

## Committee Reporting Process

The Chair of the Committee will report the findings and recommendations of the Committee to the Board of Directors after each Committee meeting. The minutes of all Committee meetings will be circulated to members of the Board of Directors.

## Committee Reporting and Self Evaluation

A summary of the role of the Committee may be included in CS Energy's Annual Report.

Committee self-evaluation shall be conducted as part of the Board evaluation and self-assessment processes.

## Review of Committee Charter

The Committee will review its Charter every two years to ensure it is in keeping with current best practice, changes in regulatory requirements and consider the actual operational effectiveness of the Committee and its appropriateness to Board requirements.