

Health, Safety and Sustainability Committee Charter

1. Role

The role of the Health, Safety and Sustainability Committee (“the Committee”) is to assist the Board of Worley Limited (“the Company”) to fulfil its responsibility to oversee health, safety and sustainability matters arising out of the Worley Group’s (“the Group”)¹ activities. Health and safety matters include physical health and safety, psychosocial safety, sexual assault and harassment, and wellbeing. Sustainability matters encompass consideration of environmental, climate change and social issues and the United Nations Sustainable Development Goals.

2. Membership of the Committee

The Committee will comprise at least three non-executive directors, with the majority being independent directors. The Board will appoint the Chair of the Committee, who should be an independent director.

The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution.

Non-Committee members, including management, may attend meetings of the Committee at the invitation of the Committee Chair, who will have regard to potential conflicts of interest when making invitations. All non-executive directors have a standing invitation to attend all the Committee meetings but only Committee members are required to attend. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.

The members of the Committee will between them have appropriate skills and competencies to oversee health, safety and sustainability matters.

3. Administrative matters

It is intended that the Committee will meet at least four times a year at a time coincident with Board meetings and that at least one of those meetings be coincident with the presentation of the annual review of Director Duties Report. The Committee will meet as often as Committee members deem necessary in order to fulfil their role.

¹ “Group” means the group of companies formed by the Company and each of its subsidiaries.

The Committee or an individual member may seek independent advice, at the Company's expense, where the Committee or the individual member considers such advice necessary or appropriate.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

The Committee may obtain information from and consult with the CEO or other internal management resources, as it considers appropriate.

A notice of each meeting confirming the date, time, venue, agenda and Committee papers shall be forwarded to each member of the Committee (with a copy to all Board members) at least five working days prior to the date of the meeting. Any member may, and the Group Company Secretary must, convene a meeting of the Committee upon a member's request.

The Group Company Secretary (or delegate) will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director, provided that no conflict of interest exists.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

Meetings and proceedings of the Committee are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board.

4. Reporting

The Committee Chair will provide a report of the actions of the Committee at the next Board meeting. The minutes and agenda of the prior Committee meeting will be accessible by all directors. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other committee and, if so, ensure that this occurs.

5. Responsibilities and functions

The Committee will monitor, review and, as appropriate, make recommendations to the Board regarding:

- whether the resources, processes, policies, and procedures in relation to health, safety and sustainability, and the Group's performance in relation to these matters, align with Worley's purpose, values and desired culture;

- Group processes for appropriately escalating health, safety and sustainability incidents, and for appropriately responding to reports of such incidents;
 - Group processes for complying with health, safety and sustainability laws and regulations;
 - any reports received on significant health, safety or sustainability failure incidents;
 - significant developments applicable to the Group's health, safety and sustainability practices;
 - Group performance with respect to health, safety and sustainability, including whether or not management is satisfactorily achieving its health, safety (including psychosocial safety) and sustainability objectives;
 - implementation of any steps to address findings of ineffective resources, processes or performance with respect to health, safety and sustainability;
 - how applicable United Nations Sustainable Development Goals can be used to guide the Group's health, safety and sustainability practices;
- the Group's climate-change approach, including the setting of climate-related targets and monitoring of the Group's progress towards and resource allocations in relation to those targets, and whether or not management is satisfactorily achieving its climate-related objectives; and
- current and emerging health, safety and sustainability issues to understand their materiality with regard to the Group's purpose and values.

The Committee will review and make recommendations:

- to the People and Remuneration Committee on how health, safety and sustainability considerations should be factored into the Group's remuneration policy and framework and executive performance targets and remuneration outcomes;
- to the Nominations Committee regarding:
 - the skills and competencies required for the Board and the standing committees to provide oversight of health, safety and sustainability-related risks and opportunities; and
 - how health, safety and sustainability considerations should be factored into the CEO's remuneration and remuneration outcomes; and
- to the Audit and Risk Committee regarding:
 - the Group's climate-related disclosures and reporting, including the sustainability report. This includes recommendations in relation to material changes to the Group's climate-related transition plan, including reviewing the key assumptions and dependencies on which it relies;
 - the Group's external reporting on health, safety and sustainability;
 - the effectiveness of the Group's resources and processes for identifying and managing health, safety and sustainability risks and associated disclosures; and

- Group resources, processes and related policies for identifying, assessing, prioritising and monitoring health, safety and sustainability risks.

6. Review

The Board will annually review the membership and Charter of the Committee to determine its adequacy for current circumstances. Where necessary, the Committee may recommend to the Board amendments to the Charter to alter the responsibilities, functions or membership of the Committee.

Last reviewed and adopted by the Board: February 2026