



**LAND BETTERMENT CORPORATION**  
**CHARTER OF THE SAFETY AND ENVIRONMENT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

(Adopted as of February 15<sup>th</sup>, 2020)

The Board of Directors (the “Board”) of Land Betterment Corporation, an Indiana corporation (the “Company”) has established the Environmental, Health, and Safety Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Environmental, Health, and Safety Committee Charter (this “Charter”).

**I. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its responsibilities by providing oversight and support in assessing the effectiveness of the Company’s environmental, health, and safety policies, programs and initiatives (as may be amended from time to time, the “Policies and Procedures”).

The Committee will monitor the continued effectiveness of the Policies and Procedures by periodically reviewing the applicable environmental, health and safety laws, rules and regulations. The Company’s compliance with such Policies and Procedures will be reported to the Board in accordance with Section V below. The Committee will also perform such other functions as the Board may assign to the Committee from time to time.

**II. Membership**

The members of the Committee shall be appointed by the Board and shall consist of at least two members of the Board (each a “Member”). The Board shall designate the Chairman of Committee (the “Chairman”). The Board shall have the power at any time to remove any Member and fill any vacancy on the Committee. A Member may resign by giving written notice to the Board and may resign from the Committee without resigning from the Board.

**III. Meetings and Procedures**

The Committee shall meet at the request of the Chairman, two or more members of the Committee, or the Chairman of the Board, and shall meet as often as circumstances dictate. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent. Meetings of the Committee will be held at such time and place, and upon such notice, as the Chairman may from time to time determine. The Committee will maintain minutes of its meetings, which shall be kept in the books and records of the Company.

A majority of the Members shall constitute a quorum. The Committee will act on the affirmative vote of a majority of Members present at a meeting in which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting. In the absence of the Chairman during any Committee meeting, the Committee may designate a Chairman pro tempore.



The Committee may invite any consultant, outside legal counsel, member of the Board, officer or employee of the Company to attend meetings of the Committee as the Chairman considers appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. The Committee shall have access to professional advice from employees of the Company and from any external advisors (including, but not limited to, consultants and outside legal counsel).

Subject to the Company's Corporate Governance Guidelines and other policies, Members may be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Members so long as pre-approved.

#### **IV. Authority and Responsibilities**

The Committee shall have the following responsibilities in carrying out its oversight function:

- Review the status of the Company's environmental, health, and safety performance to ensure compliance with its policies and procedures, goals, and applicable laws and regulations.
- Review and provide guidance to the Company regarding current and emerging environmental, health, and safety issues and the significant risks or exposures faced by the Company in the environmental, health, and safety areas, and the steps taken by management to address such risks.
- Review the strategy and available resources of the Company to ensure sustainable development and compliance with respect to environmental, health, and safety matters.
- Review the Company's environmental, health, and safety policies and procedures, systems, and available industry benchmarks against industry standards and best practices.
- Review processes designed to mitigate key environmental, health, and safety risks.
- Review methods used to communicate the Company's environmental, health, and safety values to employees, including the use of notices concerning safety throughout the Company's facilities and training courses.
- Review and discuss with key management personnel any material noncompliance by the Company with environmental, health, safety, and environmental laws, and management's response to such noncompliance.
- Review and discuss any significant legislative, regulatory, political and social issues and trends that may affect the environmental, health, and safety policies and procedures in place and management's response to such matters.



- Review any audit results and findings on environmental, health, safety matters, or action plans instituted pursuant to audits, or findings made as a result of any investigations into significant occurrences.

The Committee shall (i) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval, and (ii) annually review its own performance and report the results of this evaluation to the Board pursuant to Section V below.

## **V. Reports to the Board**

The Chairman, or a delegate of the Committee chosen by the Chairman, shall make regular reports to the Board. On an annual basis, the Chairman will report to the Board whether the Committee has performed all items required to be performed by the Committee's Charter and, to the extent that the Committee has not been able to perform any such item, the Chairman will inform the Board why the Committee did not do so.

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*While the Committee Members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Indiana or Kentucky state law for good faith reliance by Committee Members on reports or other information provided by others.*