

## **FINANCE & INVESTMENT COMMITTEE CHARTER**

### **Composition of the Committee**

- The Finance & Investment Committee ('Committee') of the board of directors ('Board') of Sims Metal Management Limited ('Sims MM' or the 'Company') shall comprise at least three directors of the Company, of whom one at least shall be independent.
- Appointments, rotations and resignations of Committee members will be recommended to the Board by the Chairperson of the Committee ('Committee Chairperson').
- The Committee Chairperson shall be appointed by the Board and shall be independent.
- The Group Company Secretary of Sims MM, or his nominee, will act as Secretary of the Committee.

### **Role of the Committee**

The role of the Committee is to review, advise and report to the Board on the management of Sims MM's financial resources and invested assets, shareholder dividend policy and shareholder dividends, Sims MM's capital plan and capital position, debt levels, hedging policies and other financial matters. The Committee also reviews broad investment policies and guidelines for Sims MM and its subsidiaries and makes recommendations to the Board.

### **Functions of the Committee**

- Overseeing the management of Sims MM's capital by:
  - monitoring the cost and allocation of Sims MM's capital;
  - considering and making recommendations to the Board, where relevant, taking into account Sims MM's policies, in connection with any proposals for significant capital expenditure or business disposal;
  - undertaking, where appropriate, post-completion reviews of capital expenditure and mergers and acquisitions undertaken by the Company;

- considering currency hedging, gearing levels, liquidity management and other capital management issues;
- monitoring Sims MM's banking arrangements; and
- considering Sims MM's funding requirements and making recommendations to the Board concerning specific funding proposals.
- Overseeing the management of Sims MM's debt by:
  - monitoring debt facilities – drawn and undrawn – including terms and duration;
  - monitoring interest rate trends and implications; and
  - recommending to the Board for approval new debt raisings and debt financing.
- Monitoring and making recommendations to the Board on Sims MM shareholder dividends, including:
  - monitoring and making recommendations on the operation of dividend reinvestment and share purchase plans;
  - monitoring and recommending changes to shareholder dividend policy;
  - monitoring the franking position; and
  - advising on shareholder dividend amounts and recommending such to the Board.
- Recommending to the Board the appointment of appropriately qualified underwriters and advisors and handling negotiations with underwriters and other advisors.
- Reviewing and recommending any update to this Charter as deemed necessary.
- Performing an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively by reference to current best practice.

### **Operations of the Committee**

- The Committee shall meet at least twice each year and as required.
- A meeting of the Committee shall be taken to be convened if at least two Committee members are present, including the Committee Chairperson.
- An Agenda for a Committee meeting shall, where practicable, be prepared and circulated to Committee members and other relevant individuals at least 48 hours prior to the time of the meeting.

- A Committee meeting may be held by Committee members communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion. The minutes of the meeting shall record the method of communication by which the meeting was conducted.
- Minutes of a Committee meeting shall be taken and tabled at the next convenient Committee meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes.
- The Committee, through the Committee Chairperson, may request the attendance at Committee meetings of management and/or staff of Sims MM on a regular or irregular basis, as it deems necessary, to provide appropriate information or explanations.

### **Authority of the Committee**

- In order to perform its duties, the Committee is authorised, via the Sims MM Group Chief Executive Officer, to seek any information it requires from any employee of Sims MM.
- The Committee is authorised to obtain, at Sims MM's expense:
  - legal advice; and
  - advice from senior management of Sims MM, on Committee issues; and
  - other professional advice on any matters within its Charter,where the Committee considers that advice necessary or appropriate in the carrying out of its duties.

*This Charter was reviewed and adopted by the Committee on 4 April 2018.*