



RISK COMMITTEE CHARTER

Composition of the Committee

- The Risk 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, with a majority being independent directors.
- 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 an independent director.
- The Group Company Secretary of Sims MM, or his or her nominee, will act as Secretary of the Committee.

Role of the Committee

The Committee's primary role is to assist the Board in fulfilling its governance and oversight responsibilities in relation to enterprise risk management; in particular regarding (i) Sims MM's risk appetite and risk tolerance with respect to strategic, operational, compliance, financial and reputational risk and overall risk culture, (ii) the functioning of Sims MM's internal control and risk management systems, and (iii) compliance with applicable legal and regulatory requirements. This role will include assisting the Board to form a view on the risk culture within Sims MM and the extent to which that culture enables the Company to operate within its established risk tolerance.

Functions of the Committee

- The Committee will review and make recommendations to the Board regarding Sims MM's processes for identifying, assessing, and managing significant risk, including reviewing Sims MM's risk management framework at least annually to satisfy itself that the framework continues to be sound and that the risk culture is appropriate for the business.

Significant risks include, but are not limited to, (i) risk associated with the Company's strategy and key initiatives, (ii) the Company's culture and any serious breaches of business conduct, and (iii) external risks that could have a significant impact on the Company. The Committee will review on an annual basis the Company's crisis preparedness and disaster recovery plans.

- The Committee will meet with the Group Chief Risk & Compliance Officer, without other members of management being present, on a periodic basis and whenever it is deemed appropriate by the Committee Chairperson.
- The Group Chief Risk & Compliance Officer or other member of management will inform the Committee of reports from a regulator identifying contraventions or deficiencies in the Company's compliance systems.

- The Committee will also:
 - Conduct or authorize any special projects or investigations into any matters within the Committee's Charter or as may be requested from time to time by the Board;
 - Review and recommend any update to this Charter as deemed necessary; and
 - Perform 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 four times per year and more frequently if circumstances require it.
- A quorum is at least two Committee members.
- An agenda for a Committee meeting shall, where practicable, be prepared and circulated to Board members and other relevant individuals five business days prior to the time of the meeting and, if not practicable, 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 minutes and agendas of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes. All directors will be permitted, within the Board meeting, to request information of the Committee Chairperson 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.
- 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

The Committee, via the Committee Chairperson, shall have the authority to conduct or authorise investigations into any matter within the scope of the Committee's Charter with full access to all books, records, facilities and personnel of Sims MM. As the Committee deems necessary or appropriate to carry out its duties, it is authorised to select, engage (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisers or consultants.

This Charter was reviewed and adopted by the Committee on 10 June 2019.