



**SAFETY, HEALTH, ENVIRONMENT + SECURITY COMMITTEE  
CHARTER**

**January 1, 2018  
Last Updated: February 20, 2019**

# SAFETY, HEALTH, ENVIRONMENT + SECURITY COMMITTEE CHARTER

## Introduction

The Safety, Health, Environment + Security Committee (the “**Committee**”) is established to assist the Board of Directors (the “**Board**”) of Nutrien Ltd. (the “**Corporation**”) in fulfilling its oversight responsibilities with respect to the Corporation’s activities as they relate to safety, health, the environment and security, sustainability and the integrity of the Corporation’s safety, health, environmental, security and sustainability policies. For purposes of clarifying the scope of this Charter, security matters of relevance to this Committee shall be limited to those pertaining to personnel, assets, and products and shall include cyber security.

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In this Charter, “**Committee Chair**” means the Chair of the Committee and “**Chair**” means the Board Chair.

## Composition

The members of the Committee shall be appointed by the Board, on the recommendation of the Corporate Governance & Nominating Committee. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a Director. Subject to the above, each member of the Committee shall serve as a member of the Committee until the next annual meeting of shareholders after his or her appointment.

The Committee shall consist of not less than three and not more than eight members.

The Board may fill vacancies on the Committee from among its members, on the recommendation of the Corporate Governance & Nominating Committee. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in place.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

The Corporate Secretary or such other person acceptable to the members shall act as Secretary to the Committee.

## Committee Chair

The Board, upon recommendation of the Corporate Governance & Nominating Committee, shall appoint a Committee Chair. The Committee Chair may be removed and replaced by the Board.

If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to chair the meeting.

The Committee Chair shall have the duties and responsibilities set forth in **Annex 1** and incorporated by reference herein.

## Quorum

Fifty percent of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held.

## **Meetings**

All Committee members are expected to attend, in person or via teleconference, video conference, or other electronic communications facilities that permits all participants to communicate adequately, all meetings of the Committee, to come prepared for the meeting, and to remain in attendance for the duration of the meeting. The powers of the Committee may be exercised by resolution in writing signed by all members of the Committee who would have been entitled to vote on that resolution at a meeting of the Committee.

The Committee may invite such directors, officers, employees and external advisors of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

The time at which and place where the meetings of the Committee shall be held, and the calling of meetings and the procedure at such meetings, shall be determined by the Committee in accordance with the Corporation's articles, by-laws, and applicable laws.

The Committee will meet separately at its regularly scheduled meetings without any members of Management present.

## **Responsibilities**

To fulfill its duties and responsibilities, the Committee shall:

- periodically review and recommend to the members of the Board for approval significant policies and management systems with respect to safety, health, environment and security matters (including cyber security matters and process safety management) affecting the Corporation; oversee the implementation of, and, as appropriate, recommend to the Board changes to, such policies and management systems; and monitor the Corporation's compliance with such policies and management systems;
- review safety, health, environmental, and security performance summaries, and any outstanding performance issues;
- oversee the Corporation's policies relating to sustainability and the Corporation's progress toward achieving its sustainability goals;
- review the safety, health, environment and security audit plan for the upcoming year (including safety, health, environmental, and security compliance and systems audits as well as related audits required by law) and the status of the current safety, health, environment and security audit plan and any outstanding non-compliance issues or deviations in corrective action plans;
- review the status of remediation projects and environmental provisions and any significant legal and regulatory developments respecting safety, health, environmental, security and process safety management matters which may have a significant impact on any of the Corporation's operations, remediation projects or environmental provisions;
- review the risks (including insurable risks), strengths and opportunities related to safety, health, environmental, and security;
- review the five year strategy and annual objectives to improve safety, health, environmental, security and process safety management matters;
- review periodically with Management safety, environmental and security emergency response planning processes;
- oversee and assess the effectiveness of the Corporation's cyber security controls in consultation with the Audit Committee;

- in the event of the occurrence of a material safety, health, environmental or security incident, which occurrence is required to be reported to appropriate regulatory authorities, receive and review as soon as reasonably practicable, a report from Management detailing the nature of the incident and describing the remedial action being taken;
- review those portions of the Corporation's disclosure documents containing significant information relating to matters within the Committee's mandate; and
- receive and review, from time to time, reports from the Corporation's Chief Legal Officer on any civil or criminal proceedings involving the Corporation which relate to safety, health, environmental or security matters and which could have a material effect on the financial position of the Corporation.

The Committee may perform such other functions as the Committee deems necessary or appropriate for the performance of its responsibilities and duties.

#### Delegation

The Committee may from time to time delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee and shall also carry out such other duties that may be delegated to it by the Board from time to time.

#### **Other Matters**

At the Corporation's expense, the Committee may retain, when it considers it necessary or desirable, outside consultants and advisors to advise the Committee independently on any matter. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to review a consultant's or advisor's fees and other retention terms, and to direct the payment thereof.

The Corporation will provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Authority to make minor technical amendments to this Charter is hereby delegated to the Corporate Secretary, who will report any amendments to the Committee at its next meeting.

The Committee's performance and effectiveness shall be evaluated annually in accordance with a process developed by the Corporate Governance & Nominating Committee and approved by the Board. The results of that evaluation, including progress on adopted recommendations, shall be reported to the Corporate Governance & Nominating Committee and to the Board.

On an annual basis, this Committee Charter shall be reviewed and assessed, and any proposed changes shall be submitted to the Corporate Governance & Nominating Committee for review and recommendation, and then to the Board for approval.

Date of Last Revision: February 20, 2019

## **ANNEX 1**

### **SAFETY, HEALTH, ENVIRONMENT + SECURITY COMMITTEE CHAIR POSITION DESCRIPTION**

The Committee Chair shall provide overall leadership to enhance the effectiveness of the Committee and be responsible to:

- set the “tone” for the Committee and its members to foster ethical and responsible decision making, appropriate oversight of Management and appropriate corporate governance practices;
- encourage free and open discussion at meetings of the Committee;
- schedule and set the agenda for Committee meetings with input from other Committee members, the Chair and Management as appropriate;
- facilitate the timely, accurate and proper flow of information to and from the Committee, and arrange sufficient time during Committee meetings to fully discuss agenda items;
- report to the Board following each meeting of the Committee on the activities, findings and any recommendations of the Committee;
- provide advice and counsel to the senior members of Management in the areas covered by the Committee’s mandate;
- proactively encourage training and education of the Committee and its members in areas falling within the Committee’s mandate;
- take reasonable steps to ensure that Committee members understand the boundaries between the Committee and Management responsibilities;
- organize the Committee to function independently of Management and take reasonable steps to ensure that the Committee has an opportunity to meet in separate regularly scheduled closed sessions without Management present, and with or without internal personnel or external advisors as needed or appropriate;
- lead the Committee in monitoring and evaluating, in consultation with the Corporate Governance & Nominating Committee, the performance and effectiveness of the Committee as a whole and the contributions to the Committee of individual directors; and
- take all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.