
Safety, Health and Environment Committee Charter

Qube Holdings Limited

ACN 149 723 053

1. Objectives

The objectives of the Qube Holdings Limited (**Qube**) Safety, Health and Environment Committee (**Committee**) are to assist the Board in fulfilling its responsibility for the monitoring and review of safety, health and environment (SHE) and operational (as they relate to SHE) policies, strategies, systems and processes implemented and reported on, by Qube management including:

- (a) additional focus and guidance on key SHE issues across the group;
- (b) reports to the Board on key SHE issues across the group; and
- (c) where appropriate refers to the Audit and Risk Management Committee key issues within its Charter.

2. Membership

2.1 Structure

- (a) The Committee is appointed by the Board in accordance with Clause 6.16 of the Qube Constitution.
- (b) The Committee is to consist of:
 - (i) the Managing Director, and
 - (ii) at least two other members who are Non-Executive Directors.

2.2 Committee Members

- (a) The Chairman of the Committee is to be appointed by the Board.
- (b) At least one Committee Member should also be a member of the Audit and Risk Management Committee.
- (c) The Committee may appoint expert external advisers to assist it in performing its duties. The terms of appointment of such external advisers shall be agreed by the Committee. The external advisers shall attend Committee Meetings as agreed with the Committee.

2.3 Term

- (a) Committee Members will be appointed for an initial term of up to two years with the appointment being subject to review annually or earlier if circumstances dictate.
- (b) The appointment of a Committee Member will cease if that person ceases to be a director of Qube or as otherwise determined by the Board.

2.4 Fees

Committee Members are entitled to receive remuneration as determined from time to time by the Board.

3. Meetings

3.1 Frequency

The Committee should meet at least three times a year. If required, additional meetings may be requested through the Committee Chairman by any Committee Member, the Company Secretary or any external advisers to the Committee.

3.2 Quorum

A quorum for a Committee meeting is two Committee Members.

3.3 Attendance

- (a) The Committee will meet privately with any external advisers to the Committee as required to allow any relevant issues to be discussed.
- (b) Directors who are not Committee Members may attend meetings.
- (c) Appropriate Qube management are to attend meetings at the invitation of the Committee Chairman to provide required reports and presentations to the Committee.
- (d) The National Safety Health and Environment Manager will attend the meetings of the Committee in an advisory role.
- (e) The Company Secretary is to attend all Committee meetings to ensure minutes are taken of the Meeting.

3.4 Report

- (a) The Committee will report on its meetings to the Board.
- (b) Recommendations of the Committee are to be referred to the Board for approval.

4. Authority

The committee may commission working groups or advisory groups to provide focus and/or guidance on key SHE issues on any matters within its charter.

5. Responsibilities and Duties

5.1 General

- (a) The Committee responsibility is for the monitoring and review of safety, health and environment (SHE) and operational (as they relate to SHE) policies, strategies, systems and processes implemented and reported on, by Qube management.
- (b) The Committee provides the Board with additional focus and guidance on key SHE issues across the group.
- (c) The Committee reports to the Board on key SHE issues across the group.
- (d) The Committee, where appropriate, refers to the Audit and Risk Management Committee, key issues within its Charter.
- (e) Committee Members generally do not represent themselves as experts in the fields of SHE or operations.
- (f) Committee Members will rely on management for matters within their responsibility and on the expertise of external professionals, where appropriate. Information provided to Committee Members should be accurate and timely.
- (g) The positive duty of due diligence requires officers to take reasonable steps to ensure compliance by QUBE with its WHS (workplace health and safety) obligations. Due diligence is outlined in relevant WHS legislation.

5.2 Safety, Health, Environment and Operations

Without limiting its scope, the Committee will review the strategies, systems, policies and processes established by Qube management to:

- (i) manage the SHE performance of Qube and its subsidiaries;
- (ii) monitor the adequacy of safety, health, environment and operational systems and processes for the reporting of hazards, risks and incidents (actual or potential);
- (iii) monitor subsequent SHE investigations, remedial actions and their close out;
- (iv) monitor updates in knowledge of SHE matters;
- (v) protect Qube's reputation as it relates to SHE issues; and
- (vi) monitor the SHE and operational (as they relate to SHE) processes maintained by Qube's associated businesses and receive reports on any significant SHE incidents and adverse trends in SHE.

5.3 Legal and Regulatory Compliance

Without limiting its scope, the Committee will in conjunction with the Board, Audit and Risk Management Committee and Qube management:

- (a) monitor the Qube Group's compliance with all relevant:
 - (i) legal obligations; and
 - (ii) internal policies and procedures, relating to safety, health, environment and operations.
- (b) audit and review, verifying the provision and use of processes and resources and implementation of the SHE management system.

5.4 Enterprise-wide Risk Management

The Committee will, after taking into account the work of the Board and Audit and Risk Management Committee, review Qube management's establishment and operation of an enterprise-wide risk management system which is designed to identify, assess, monitor and eliminate or minimise risk throughout Qube in relation to SHE and operational (as they relate to SHE) matters and monitor compliance with the risk management system.

5.5 Other

The Committee shall examine any other matters referred to it by the Board.

6. Committee Performance

To determine whether it is functioning effectively, once each year the Committee shall:

- (a) review this Charter;
- (b) perform an evaluation of its performance from the previous year; and
- (c) identify any opportunities for continual improvement.