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# Safety, Health and Sustainability Committee Charter

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Qube Holdings Limited

ACN 149 723 053

## 1. Objectives

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- a) The objectives of the Qube Holdings Limited (**Qube**) Safety, Health and Sustainability Committee (**Committee**) are to assist the Qube Board of Directors (**Board**) in fulfilling its responsibility for monitoring and reviewing Qube's policies, strategies, systems and processes as they relate to:
  - (i) work health and safety (**WHS**); and
  - (ii) environmental, social and governance (**ESG** or **Sustainability**) matters, (together or separately, **Safety, Health and Sustainability** or **SHS**).
  
- a) The Committee is responsible for:
  - (i) providing guidance to management, and reporting to the Board, on SHS issues across the group; and
  - (ii) consulting with, and as appropriate referring to, the Audit and Risk Management Committee matters that may be within that committee's areas of responsibility under its charter.

## 2. Membership

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### 2.1. Structure

- a) The Committee is appointed by the Board in accordance with Article 6.16 of Qube's 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 Chair 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 regular review.
- 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**

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### **3.1. Frequency**

The Committee should meet at least three times a year. If required, additional meetings may be requested through the Committee Chair by any Committee member, the Company Secretary or senior management.

### **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 Committee meetings.
- c) Appropriate Qube management personnel are to attend meetings at the invitation of the Committee Chair to provide required reports and presentations to the Committee.
- d) The General Manager – Safety, Health and Sustainability 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. Reports**

- a) The Committee will provide:
  - (i) regular reports to the Board on matters considered by the Committee; and
  - (ii) immediate reports to the Board on any critical WHS incidents.
- b) Recommendations of the Committee are to be referred to the Board for approval.

## **4. Authority**

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

## 5. Responsibilities and Duties

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### 5.1. General

- a) The Committee is responsible for the monitoring and review of all matters including operations as they relate to SHS, including policies, strategies, systems and processes as implemented and reported on by Qube management.
- b) Sustainability is embedded into group and business-level strategies, action plans and reporting, with performance monitored at a divisional and corporate level through relevant senior executives. Sustainability (including climate change) risks are also integrated into Qube's organisation-wide risk management processes which identify, assess and monitor the organisation's risks.
- c) The Committee reviews, reports to, and provides the Board with guidance on, key SHS issues across the group, including:
  - (i) the social, environmental and ethical impacts of SHS policies and procedures; and
  - (ii) initiatives to enhance sustainable business practices and Qube's reputation as a responsible corporate citizen.
- d) The Committee, where appropriate, refers to the Audit and Risk Management Committee, matters that fall within that committee's areas of responsibility under its charter.
- e) Committee members have experience, but generally do not represent themselves as experts, in SHS issues and 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.

### 5.2. Performance and Operations

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

- a) manage the SHS performance of Qube and its subsidiaries;
- b) monitor the adequacy of SHS and operational systems and processes for the reporting of hazards, risks and incidents (actual or potential);
- c) review and monitor implementation of Qube's Sustainability Strategy and related policies, plans and programs;
- d) monitor SHS investigations, remedial actions and their close-out;
- e) monitor updates in knowledge of SHS matters;
- f) protect Qube's reputation as it relates to SHS issues;
- g) monitor processes (including operational) as they relate to SHS of Qube's associated businesses; and
- h) receive reports on significant WHS incidents and adverse trends in WHS.

### **5.3. Legal and regulatory compliance**

- a) Without limiting its scope, the Committee will, in conjunction with the Board, the Audit and Risk Management Committee and Qube management:
  - (i) monitor the Qube group's compliance with all relevant legal obligations and internal policies and procedures, relating to SHS including Qube's operations; and
  - (ii) audit, review and verify the processes, resources and inputs into Qube's safety, health and environment management system (**SHEMS**).
- b) Officers of all Qube group companies have a positive duty of due diligence under WHS legislation. This requires them to take reasonable steps to ensure compliance by Qube with its WHS obligations. The Committee will monitor management's compliance with WHS obligations and keep the Board updated on WHS developments including officers' due diligence obligations.

### **5.4. Enterprise-wide risk management**

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

### **5.5. Other**

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

## **6. Committee Performance**

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

- a) review this Charter and the Safety, Health and Sustainability Policy;
- b) perform an evaluation of its performance from the previous year; and
- c) identify opportunities for continual improvement.