

22 August 2024

ASX Announcement

Appendix 4G and Corporate Governance Statement - 2024

Attached are the following for the year ended 30 June 2024:

- Appendix 4G
- Corporate Governance Statement

Authorised for release by:

The Board of Directors, Qube Holdings Limited

Further enquiries:

Media:

Ben Pratt

Director, Corporate Affairs

ben.pratt@qube.com.au

+61 419 968 734

Analysts/Investors:

Paul Lewis

Group Investor Relations

paul.lewis@qube.com.au

+61 2 9080 1903

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Qube Holdings Limited

ABN/ARBN

14 149 723 053

Financial year ended:

30 June 2024

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://qube.com.au/about/governance/>

The Corporate Governance Statement is accurate and up to date as at 30 June 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 22 August 2024

Name of authorised officer
authorising lodgement: Adam Jacobs, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://qube.com.au/about/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://qube.com.au/about/governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>at paragraphs 1.26 to 1.30 of our Corporate Governance Statement and in our Diversity Policy available at: https://qube.com.au/about/governance/ and in Qube's most recent WGEA Report 2023-24 available via Qube's Investor Centre at: https://qube.com.au/investor/reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at paragraphs 1.31 to 1.34 of our Corporate Governance Statement.</p> <p>and a performance evaluation was undertaken for the reporting period in accordance with that process as disclosed at paragraph 1.34 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at paragraphs 1.35 to 1.36 of our Corporate Governance Statement and the Remuneration Report contained with the 2024 Annual Report available at: https://qube.com.au/investor/results/</p> <p>and a performance evaluation was undertaken for the reporting period in accordance with that process at paragraph 1.36 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://qube.com.au/about/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at paragraph 1.9 and paragraphs 2.1 to 2.2 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in Appendix A to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at paragraph 2.10 of our Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) at: <u>Not Applicable</u></p> <p>and the length of service of each director in the Directors' Report within the 2024 Annual Report available at: https://qube.com.au/investor/results/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Statement of Values at paragraph 3.2 of our Corporate Governance Statement, both available at: https://qube.com.au/about/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our Code of Conduct & Ethics (Code) at: https://qube.com.au/about/governance/ The Audit and Risk Management Committee would be informed initially of any material breaches of the Code – see also paragraphs 3.3 to 3.7 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://qube.com.au/about/governance/ The Audit and Risk Management Committee would be informed initially of any material breaches of the policy– see also paragraphs 3.8 and 3.9 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our Anti-Bribery & Anti-Corruption policy at https://qube.com.au/about/governance/ The Audit and Risk Management Committee would be informed initially material breaches of the policy– see also paragraphs 3.11 to 3.13 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Charter of the Committee at: https://qube.com.au/about/governance/</p> <p>and the information referred to in paragraph (4) in the Directors' Report within the 2024 Annual Report – see also paragraphs 4.1 to 4.3 of our Corporate Governance Statement.</p> <p>and the information referred to in paragraph (5) in the Directors' Report within the 2024 Annual report – see also paragraphs 4.1 to 4.3 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>See paragraphs 4.4 to 4.6 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/> See paragraph 4.12 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at https://qube.com.au/about/governance/ . See also paragraphs 5.1 to 5.9 in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> See paragraphs 5.10 and 5.11 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> See paragraph 5.11 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at https://qube.com.au/about/governance/ . See paragraphs 6.1 to 6.4 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> See paragraphs 6.5 to 6.7 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at paragraphs 6.8 and 6.9 of our Corporate Governance Statement, at sections 1.5 and 2 of our Investor relations program (available at https://qube.com.au/about/governance/) and in our notices of annual general meeting (see for example our 2024 Notice of Meeting at: https://qube.com.au/investor/meetings/)	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> See paragraph 6.10 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> See paragraphs 6.11 and 6.12 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at https://qube.com.au/about/governance/. See also paragraphs 7.1 to 7.6 of our Corporate Governance Statement.</p> <p>and the information referred to in paragraph (4) at paragraph 1.9 of our Corporate Governance Statement available at https://qube.com.au/about/governance/</p> <p>and the information referred to in paragraph (5) in the Directors' Report within our 2024 Annual Report available at https://qube.com.au/about/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at paragraphs 7.7 to 7.12 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at paragraph 7.13 of our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks:</p> <ul style="list-style-type: none"> ▪ in the Directors' Report within our 2024 Annual Report available at https://qube.com.au/investor/results/ ▪ At paragraphs 7.14 to 7.16 of our Corporate Governance Statement. ▪ in our Risk Management Policy available at: https://qube.com.au/about/governance/ ▪ in our Sustainability Report available at: https://qube.com.au/sustainability/. 	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<input checked="" type="checkbox"/> <p>and we have disclosed a copy of the charter of the committee at: https://qube.com.au/about/governance/</p> <p>and the information referred to in paragraph (4) at paragraph 1.9 of our Corporate Governance Statement available at https://qube.com.au/about/governance/</p> <p>and the information referred to in paragraph (5) in the Directors' Report within our 2024 Annual Report available at https://qube.com.au/investor/results/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

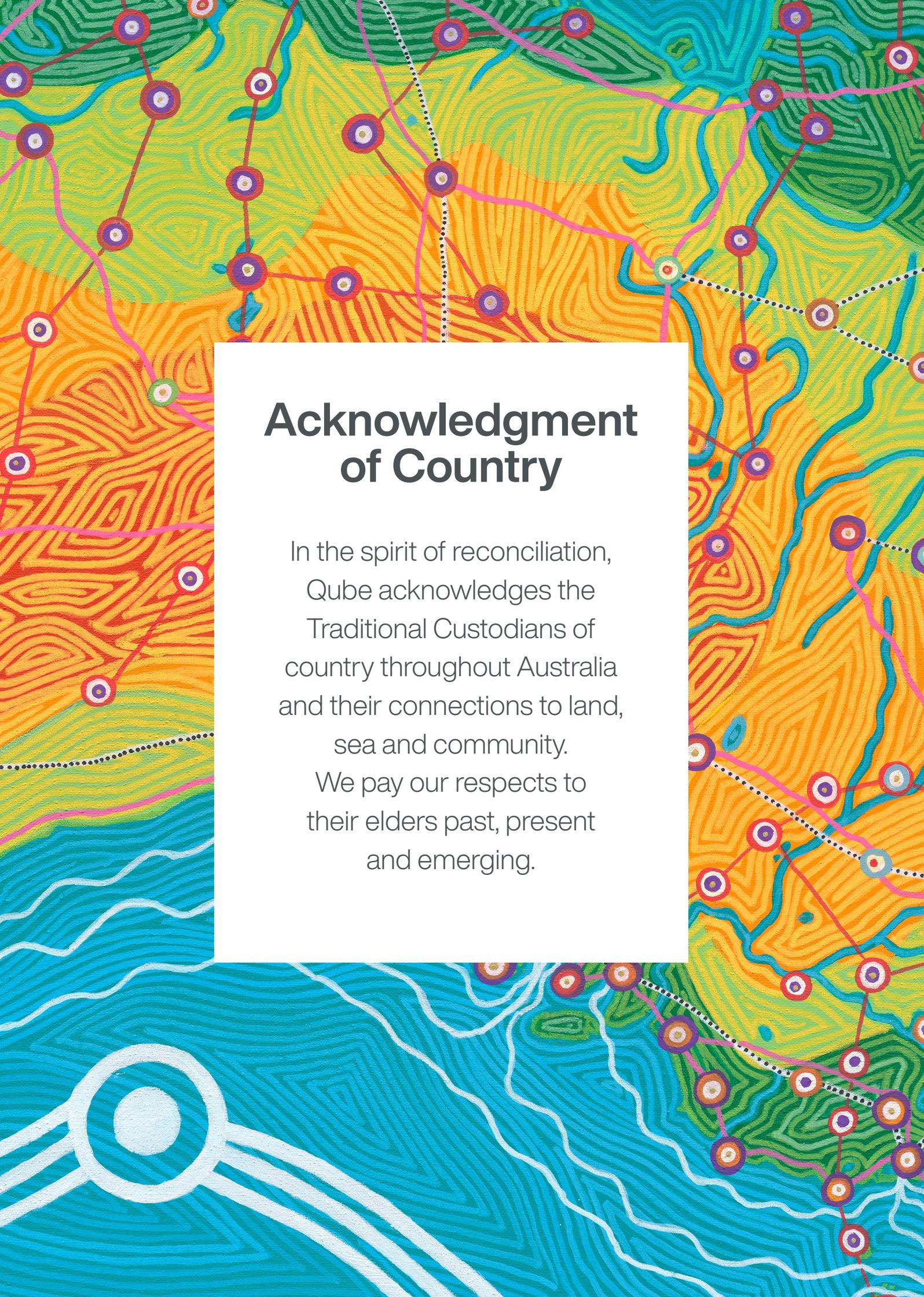
Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the 'Remuneration Report' contained within Qube's 2024 Annual Report. See also paragraphs 8.3 to 8.7 of our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in: <ul style="list-style-type: none"> ▪ our Securities Dealing Policy available at: https://qube.com.au/about/governance/. See also paragraph 8.8 of our Corporate Governance Statement. ▪ the Remuneration Report contained within Qube's 2024 Annual Report. 	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement

2024 Corporate Governance Statement





Acknowledgment of Country

In the spirit of reconciliation,
Qube acknowledges the
Traditional Custodians of
country throughout Australia
and their connections to land,
sea and community.

We pay our respects to
their elders past, present
and emerging.



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Disclaimer

This statement has been prepared by Qube Holdings Limited (**Qube**) for itself and on behalf of its reporting entities in relation to their activities during the 2024 financial year. Qube has prepared this document based on information available to it at the time of preparation and it does not purport to be complete or without error. This document should be read in conjunction with Qube’s other periodic and continuous disclosure announcements lodged with the ASX, including Qube’s FY24 Sustainability Report and Annual Report.



2024 Corporate Governance Statement

This Corporate Governance Statement (**Statement**) outlines the key aspects of the corporate governance framework of Qube Holdings Limited (Qube Holdings and its group of companies (**Qube Group** or **Qube**)). The Qube Holdings Board of Directors (**board**) is committed to high standards in corporate governance and believes that good governance plays a major role in Qube's success. For the 12-month reporting period to 30 June 2024 (**reporting period**) and to the date of this Statement, Qube's governance practices have complied with the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council, 4th Edition (**Principles** or **Recommendations** as the context requires).

This Statement reflects the position in relation to corporate governance matters during and as at the end of the reporting period. This Statement has been approved by the board and is current as at 22 August 2024. Listed below are matters required to be disclosed by the Recommendations. The policies, charters and documents referred to in this Statement can be found in the Governance section of Qube's website at: www.qube.com.au/about/governance/.



Principle 1 – Lay solid foundations for management and oversight

Role and Responsibilities of the Board

Recommendation 1.1

- 1.1. The board is responsible to shareholders for the long-term performance of Qube and for overseeing the implementation of high standards of corporate governance with respect to Qube's affairs.
- 1.2. To assist the board in discharging its responsibilities, Qube has adopted a governance framework which provides for the delegation of functions to board committees (**committees**) and senior management under the leadership of Qube's Managing Director. While ultimate accountability rests with the board, the framework ensures that functions are carried out by the most appropriate person or group and that a tiered system of responsibility and accountability exists throughout Qube.
- 1.3. The board operates under a formal charter which is available in the Governance section of Qube's website and is reviewed on a biennial basis. The charter sets out the board's role, responsibilities and key matters reserved to it for consideration and decision-making. In summary, the board is responsible for:
 - a. Leadership and Values** – demonstrating leadership, defining Qube's purpose and approving Qube's Statement of Values and Code of Conduct & Ethics to underpin the desired culture within Qube.
 - b. Strategy** – approving, directing, monitoring and assessing Qube's performance against strategic and business plans as well as approving and monitoring capital management including major capital expenditure, acquisitions and divestments.
 - c. Risk Management** – ensuring a risk management framework is in place under which processes are articulated and followed to identify and manage the principal risks of Qube's business and assessing the integrity of Qube's systems of risk management.
 - d. Reporting and Disclosure** – being satisfied itself that appropriate policies and procedures are in place for relevant information to be reported by management to the board so that the board can fulfil its reporting responsibilities.
 - e. Management and Performance** –
 - i. ensuring Qube's remuneration policies are aligned with Qube's purpose, values, strategic objectives and risk appetite.
 - ii. approving criteria for assessing, monitoring and evaluating the performance of the Managing Director, senior executives and the company secretaries of the board.
 - iii. undertaking an annual performance review of the effectiveness of the board and its committees.
 - f. Corporate Governance** – establishing and monitoring Qube's compliance with corporate governance standards including by setting Qube's values and overseeing management's inculcation of those values across the organisation to build a culture that fosters and encourages ethical behaviour.
- 1.4. The board's charter sets out directors' rights to access information and independent advice and to engage in continuing professional development.

Chairman

- 1.5. The Chairman of the board (**Chairman**) is elected from the independent non-executive directors of Qube Holdings (**directors**). The responsibilities of the Chairman are set out in the board's charter.
- 1.6. Mr Allan Davies has been Chairman since his appointment on 23 June 2017. Further information on Mr Davies is set out in the Directors' Report contained within the 2024 Annual Report.

Board committees

- 1.7. The board has established three standing board committees to assist with the effective discharge of its duties, as follows:
- Audit and Risk Management Committee (**ARMC**)
 - Nomination and Remuneration Committee (**NRC**)
 - Safety, Health and Sustainability Committee (**SHSC**)
- 1.8. All three committees have at least three members. Each committee operates under a specific charter approved by the board. The board regularly reviews the appropriateness of the existing committee structure as well as the membership and charter of each committee.
- 1.9. Qube's current board and committee charters are available in the Governance section of Qube's website. Further details about the committees, as at the end of the reporting period, are set out in the table below.

Committee	Members and Composition	Role
Audit and Risk Management Committee	<p>The members of the ARMC are:</p> <ul style="list-style-type: none"> ▪ Steve Mann (Chair) ▪ Jill Hoffmann ▪ James Fazzino <p>Note: Mr Fazzino replaced Sam Kaplan as a member of the ARMC with effect from 22 February 2024.</p> <p>The Chairman, while not a member, attends all ARMC meetings.</p>	<p>The primary responsibility of the ARMC is to review the integrity of Qube's financial reporting process and to report the results of its activities, and make recommendations within its areas of responsibility, to the board.</p> <p>Other responsibilities of the ARMC include:</p> <ul style="list-style-type: none"> ▪ overseeing the adequacy of Qube's corporate reporting processes and internal control framework. ▪ reviewing compliance with legal and regulatory obligations with respect to reporting. ▪ assessing the integrity of the financial reporting process. ▪ overseeing the relationship with, and the independence of, the external auditor. ▪ reviewing the provision of non-audit services by the external auditor. ▪ reviewing the fees payable to the auditor for audit and non-audit work. ▪ overseeing the relationship with, and provision of internal audit services by, the internal auditor. ▪ reviewing Qube's enterprise-wide risk management framework and risk appetite and their reporting. ▪ overseeing Qube's enterprise-wide risk portfolio and ensuring appropriate allocation of responsibility for specific risks. ▪ reviewing the identification, management and reporting on significant existing, new and emerging risks including control and mitigation measures. ▪ overseeing operation of Qube's compliance systems and Qube's corporate governance processes. ▪ consulting with, and as appropriate referring to, the SHSC and NRC matters that may be within the areas of responsibility of those committees under their charters.

Committee	Members and Composition	Role
<p>Nomination and Remuneration Committee</p>	<p>The members of the NRC are:</p> <ul style="list-style-type: none"> • Jackie McArthur (Chair) • Allan Davies • Jill Hoffmann 	<p>The responsibilities of the NRC include:</p> <ul style="list-style-type: none"> • overseeing the remuneration of non-executive directors. • ensuring Qube's remuneration framework, policies and practices are aligned with Qube's purpose, values, strategic objectives and risk appetite as set by the board. • reviewing and making recommendations to the board on Qube's remuneration policies, framework and practices (including senior executive remuneration and long-term incentive (LTI) and short-term incentive (STI) plans) to ensure they are aligned with the strategic objectives of the board. • making recommendations to the board in relation to the setting of awards under, and operation of, equity-based incentive plans and other employee benefit programs. • setting performance-based measures for senior executives (other than the Managing Director), determining performance outcomes and approving awards under the STI Plan for the Key Management Personnel. • overseeing the performance evaluation of senior executives including the Managing Director. • reviewing Qube's recruitment, retention and termination policies and fringe benefits. • reviewing the size, composition and necessary competencies of the board and developing strategies to promote diversity in the board's composition. • establishing guidelines for the selection and appointment of new directors and making recommendations to the board on the appointment and removal of directors. • overseeing and considering diversity in the context of director and senior executive succession planning and broader initiatives to increase diversity across Qube's workforce. • consulting with, and as appropriate referring to, the ARMC and SHSC matters that may be within the areas of responsibility of those committees under their charters.
<p>Safety, Health and Sustainability Committee</p>	<p>The members of the SHSC are:</p> <ul style="list-style-type: none"> • Alan Miles (Chair) • Lindsay Ward • Jackie McArthur • Paul Digney (Managing Director) <p>Note: Ms McArthur was appointed as a member of the SHSC on 24 November 2023.</p> <p>The Chairman, while not a member, attends all SHSC meetings.</p>	<p>The responsibilities of the committee include assisting the board in fulfilling its strategy, policy, monitoring and corporate governance responsibilities in regard to:</p> <ul style="list-style-type: none"> • overseeing safety, health and sustainability (SHS) matters arising out of the operations and activities of the Qube Group as they affect employees, contractors, local communities and the environment. • monitoring the effectiveness of Qube's risk management framework by overseeing the management of risks within the remit of the committee's SHS responsibilities, including reviewing the strategies, systems, policies and processes established by Qube management to: <ul style="list-style-type: none"> - manage the safety, health and environmental performance of Qube and its subsidiaries. - monitor the adequacy of safety, health and environment systems for the reporting of actual or potential incidents and breaches. - monitor subsequent investigations and remedial actions. • ensuring compliance with legal and regulatory obligations. • overseeing Qube's sustainability strategy, activities and long-term sustainability goals and monitoring progress against them. • overseeing the review and management of Qube's material exposure and responses to environmental risks, including climate change and emissions reporting. • overseeing management's implementation, monitoring and reporting of sustainable and ethical business practices of the Qube group and its suppliers including modern slavery risks. • reviewing and interrogating the integrity of sustainability-type reports and external communications, especially with regard to decarbonisation-related reporting. • consulting with, and as appropriate referring to, the ARMC and the NRC matters that may be within the areas of responsibility of those committees under their charters.

Management attendees – board and committee meetings

- 1.10. Select senior members of management attend board and committee meetings. Other senior management personnel attend meetings as required or invited to report on matters relevant to their areas of responsibility. On a standing basis the following senior management personnel attended the following meetings during the reporting period:
- a. Board** – Managing Director, Chief Financial Officer, General Counsel & Company Secretary, Director – Logistics & Infrastructure, Director – Ports, Director – Bulk, Director – Strategy & Development, Director – Corporate Affairs and Senior Corporate Counsel & Company Secretary.
 - b. ARMC** – Managing Director, Chief Financial Officer, General Counsel & Company Secretary, General Manager – Group Finance & Reporting, General Manager – Treasury & Risk, Head of Technology – Information Security & Infrastructure, Group Investor Relations & Corporate Support and Senior Corporate Counsel & Company Secretary.
 - c. NRC** – Managing Director, Chief Financial Officer, General Counsel & Company Secretary, Director – People, Culture & Safety, Group Investor Relations & Corporate Support, Senior Corporate Counsel & Company Secretary and Qube’s internal Remuneration Consultant.
 - d. SHSC** – Managing Director, General Manager – Safety, Health & Sustainability, Director – People, Culture & Safety, Director – Corporate Affairs, General Counsel & Company Secretary and Senior Corporate Counsel & Company Secretary.
- 1.11. The Chairman attends all meetings of each committee.

Management delegation and responsibility

- 1.12. The board has delegated the day-to-day management of Qube’s business to the Managing Director and management. The Managing Director and management regularly report to the board to enable the directors to discharge their duties. In addition, reports from each committee and each business unit as well as from senior management are provided as part of the papers for each meeting of the board. IT and cyber security reports are standing agenda items at all board and ARMC meetings.
- 1.13. To ensure appropriate oversight of the senior executive team, Qube has adopted a range of mechanisms which reinforces the accountability of the senior executive team for functions delegated to them and ensures their performance is assessed accordingly. As advised by the NRC, the board is responsible for setting the major goals and objectives of the Managing Director for the year ahead. The Chairman conducts the Managing Director’s performance review and shares the outcomes with the board.

Selection, Appointment and Re-election of Directors

Recommendation 1.2

- 1.14. In considering the selection, appointment and re-election of directors, the NRC ensures that an appropriate balance of skills, experience, expertise and diversity is maintained suitable for Qube’s current and anticipated future operations. External consultants are engaged to assist with the selection process as necessary.
- 1.15. During the reporting period, the board approved the adoption of a Non-Executive Director Recruitment Policy developed by the NRC.
- 1.16. As reflected in the policy, the NRC assesses candidates for directors against Qube’s Board Skills Matrix (see **Appendix A**) to identify skill sets and expertise that need strengthening based partly on which range of criteria for the role is developed. The committee then considers candidates’ background, experience, personal qualities and professional skills. Once a shortlist of suitable candidates is identified, the committee undertakes interviews of, and background checks into, prospective candidates. These checks include but are not limited to solvency, criminal record and reference checks.

- 1.17. Final selection of the preferred candidate is made jointly by the NRC Chair and the Chairman and must be endorsed by the NRC. Each board member is given the opportunity to meet with the proposed appointee. Key senior management personnel also have the opportunity to meet with the proposed appointee. In accordance with Qube's Constitution, the preferred candidate must then be formally proposed to and approved by the board.
- 1.18. Qube announces and provides background and experience on all new directors at the time they are appointed.
- 1.19. The board provides information in each notice of annual general meeting (**AGM**) on all directors standing for election or re-election at the meeting. For all candidates standing for election for the first time, Qube will include confirmation that it has conducted appropriate checks into the candidate's background and experience, relevant information if those checks revealed any concerns and, in its statement as to whether the board supports the election, a summary of the reasons for its view.

Recommendation 1.3

- 1.20. Qube has a formal written agreement with each of its non-executive directors and senior executives via formal letters of appointment. These letters of appointment are with the director or senior executive personally.
- 1.21. The letter of appointment contains the terms, conditions, and rights and responsibilities of the role, including:
 - a. the requirement to disclose the individual interests and any matters which could affect the director's or senior executive's independence.
 - b. ongoing confidentiality obligations.
 - c. the requirement to comply with key corporate policies, including Qube's Disclosure of Interests and Related Parties Transaction Policy, Code of Conduct & Ethics, Anti-Bribery & Anti-Corruption Policy and Securities Dealing Policy.
 - d. in addition, for non-executive directors:
 - i. the requirement to notify Qube of, or to seek the Chairman's approval before accepting, any new role that could impact upon the time commitment expected of the director or give rise to a conflict of interest.
 - ii. Qube's policy on when directors may seek independent professional advice at the expense of the entity (which generally should be whenever directors, especially non-executive directors, judge such advice necessary for them to discharge their responsibilities as directors).
 - iii. indemnity and insurance arrangements.
 - iv. ongoing rights of access to corporate information, independent advice and continuing professional development.

Company Secretaries

Recommendation 1.4

- 1.22. The board has two company secretaries. The company secretaries are directly accountable to the board and assist it with corporate governance matters, adherence to board policies and procedures, and meeting Qube's regulatory compliance obligations. The company secretaries report through the Chairman directly to the board on all matters to do with the proper functioning of the board. All directors have access to the company secretaries who may retain professional advisers at the board's request or as required to discharge their responsibilities to the board. Further information on the role of the company secretaries is contained in the board's charter.

Diversity Strategy and Objectives

Recommendation 1.5

- 1.23. Qube has a Diversity Policy which emphasises the benefits of diversity, in particular setting out the gender diversity target for the board and focusing on increasing female participation in its workforce, particularly at the recruitment phase.

- 1.24. Consistent with the Diversity Policy, during the reporting period the NRC reviewed previously established measurable objectives and Qube's progress in achieving them in order to ensure continuing implementation of equal opportunity and non-discriminatory practices.
- 1.25. This was achieved by focusing on the pipeline, recruitment, cadetship/graduate stage of employment through a collective and consistent message that explains and represents who we are as an inclusive employer.

Gender diversity goals

- 1.26. The NRC is focused on ensuring there are no barriers for women in operational or blue-collar roles, as well as senior management roles and the board.
- 1.27. A key organisational objective is to increase the percentage of women in the workforce to 15% across the business by 2025 and to achieve year-on-year improvement in the proportion of women in management roles. In addition, Qube had the specific objective during the period of increasing female representation in management across the Qube Australian workforce.
- 1.28. In respect of gender diversity in board composition, Qube has set a measurable objective of having a gender balance on the board of 40:40:20 within five years commencing from 1 July 2020. Throughout the Reporting Period, 25% of the directors on the board were women.
- 1.29. Qube has two women in senior executive roles. These are the General Manager – SHS who reports to the Director – People, Culture & Safety, and the Director – People, Culture & Safety who, in turn, reports directly to the Managing Director.
- 1.30. The numbers of male and female staff at various levels in the business for the 12 months to 31 March 2024 is disclosed in Qube's 2024 Workplace Gender Equality Act Report. The report is available on Qube's website at: www.qube.com.au/investor/reports/.

Board Performance

Recommendation 1.6

- 1.31. The board has adopted a policy establishing a performance evaluation process for the board and its committees. As required under the board and committee charters, the performance of the board, its committees and the directors are reviewed on an annual basis.
- 1.32. Additionally, as part of the annual performance review, the Chairman may decide to meet with the board as a whole and with each director individually to discuss the effectiveness of the board and each of the committees.
- 1.33. Such reviews may also be conducted by an external service provider. Whether or not an external service provider has been engaged to assist with the review, the board will consider the results of the review and, where desirable, take steps to implement any recommendations for improving the performance of the board and the committees.
- 1.34. Comprehensive, externally facilitated performance evaluations of the board, the committees and the directors for the reporting period were undertaken with each director evaluating the board and the committee(s) of which they are a member. The outcomes of the performance review have been circulated and discussed amongst the directors including the Managing Director.

Management Performance

Recommendation 1.7

- 1.35. A comprehensive process for the evaluation of the performance of senior executives is also conducted on an annual basis. Performance evaluations for all senior executives were undertaken during the reporting period.
- 1.36. As part of the review process, the Managing Director considers and disseminates internal feedback, reviews the individual's performance against requisite standards and actively monitors their contribution to all aspects of Qube's performance and culture. The results of these reviews are considered and used by the NRC in determining future remuneration and overseeing executive appointments.

Principle 2 – Structure the Board to be effective and add value

Nomination and Remuneration Committee

Recommendation 2.1

- 2.1. The NRC is comprised of three members (including the Chairman) all of whom are independent. During the reporting period, the committee was chaired by Ms Jackie McArthur who is also an independent director.
- 2.2. The committee's charter has been approved by the board and a copy is available in the Governance section of Qube's website. Meetings of the committee, and individual attendances of its members, are set out in the Directors' Report contained in the Annual Report.

Board Skills

Recommendation 2.2

- 2.3. The board is balanced in its composition with each director bringing a range of complementary skills and experience to Qube. Further details regarding the relevant skills, experience, tenure and expertise of each director are set out in the directors' report contained in the Annual Report.
- 2.4. During the reporting period, the board undertook a comprehensive board skills assessment with the assistance of an external service provider. The assessment involved the directors reviewing and selecting a range of skillsets and classifying them as critical or general to Qube. Each director then evaluated their individual skills against these skillsets and were in turn evaluated by their peers. The results of the assessment are set out in the Board Skills Matrix (at **Appendix A**).
- 2.5. Based on its succession planning in the context of Qube's business and strategy, the NRC determined that, for the reporting period, director competencies and skills met the competencies and skills required for Qube's businesses.

Director Independence

Recommendation 2.3

- 2.6. Qube's Constitution requires that the number of directors (executive and non-executive in total) be determined by the directors from time to time and must be not less than three and not more than ten. The board had, as at 30 June 2024, nine members of which eight were independent non-executive directors comprising Mr Allan Davies as Chairman, Mr Sam Kaplan as Deputy Chairman, Mr Alan Miles, Mr Steve Mann, Ms Jackie McArthur, Mr Lindsay Ward, Ms Jill Hoffmann and Mr Fazzino. The remaining director was the Managing Director, Mr Paul Digney.
- 2.7. The board will continually assess the independence of the directors appointed to the board, the interests they have disclosed and such other factors as the board determines are appropriate to take into account. In making this determination, the board is seeking to assess whether directors are:
 - a. independent of management.
 - b. free of any business or other relationship that could materially interfere, or be perceived to materially interfere, with their unfettered and independent judgement.
 - c. capable of making decisions without bias and which are in the best interests of all members.
- 2.8. The criteria utilised by the board in its assessment of independence and the criteria against which it determines materiality are based on consideration of the Principles, in particular the factors relevant to assessing independence as set out in Recommendation 2.3, materiality guidelines applied in accordance with Australian Accounting Standards and independent professional advice as may be sought by the board.

- 2.9. Important but non-exhaustive factors to be considered when determining whether a non-executive director is to be regarded as an independent director include whether that director:
- a. is a substantial shareholder of Qube or an officer of, or otherwise associated directly with, a substantial shareholder of Qube.
 - b. within the last three years has been employed in an executive capacity by any member of the Qube Group.
 - c. within the last three years has been a partner or a senior management executive with audit responsibilities of a firm which has acted in the capacity of statutory auditor of any member of Qube.
 - d. within the last three years has been a principal of a material professional adviser or a material professional consultant to any member of the Qube Group, or an employee materially associated with the service provided – for this purpose a material professional adviser/consultant is an adviser whose billings to Qube exceed 5% of the total revenues of the adviser/consultant.
 - e. is a material supplier to, or material customer of, any member of the Qube Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer – for this purpose a material supplier to Qube means a supplier whose revenues from Qube exceed 5% of the supplier's total revenues and a material customer is a customer whose payments to Qube exceed 5% of the customer's operating costs.
 - f. has a material contractual relationship with any member of Qube other than as a director.
 - g. has any interest or business or other relationship which could materially interfere with the director's ability to act in the best interests of Qube and independently of management.
- 2.10. Based on the board's assessment (including consideration of the factors listed above), the board has made determinations that throughout the reporting period:
- a. Mr Allan Davies was an independent director.
 - b. Mr Sam Kaplan was an independent director.
 - c. Mr Ross Burney was an independent director (ceased on 22 February 2024).
 - d. Mr Alan Miles was an independent director.
 - e. Mr Steve Mann was an independent director.
 - f. Ms Jackie McArthur was an independent director.
 - g. Ms Nicole Hollows was an independent director (ceased on 10 November 2023).
 - h. Mr Lindsay Ward was an independent director.
 - i. Ms Jill Hoffmann was an independent director (appointed on 15 December 2023).
 - j. Mr James Fazzino was an independent director (appointed on 22 February 2024).
- 2.11. Qube discloses the length of tenure of each director by listing their dates of appointment in Qube's annual reports.

Recommendation 2.4

- 2.12. As noted above, during the reporting period all of the directors (other than the Managing Director) were deemed to be independent. Accordingly, Qube has complied with this recommendation.

Recommendation 2.5

- 2.13. The Chairman is Mr Allan Davies who, as noted above, is an independent non-executive director. The Managing Director, as noted above, is Mr Paul Digney. Accordingly, Qube has complied with this recommendation.

Director Induction Program

Recommendation 2.6

- 2.14. When a new director is appointed, they undertake an induction program. The program encompasses information on Qube's strategies, objectives and values as well as Qube's governance framework including its policies, codes, guidelines and charters of the board and its committees. In addition, new directors are provided with a comprehensive induction pack containing information on Qube, its business, structure and management, as well as minutes of past board and committee meetings.
- 2.15. The program also covers Qube's business operations as well as meetings with key senior management personnel. At this time, directors are also introduced to the senior executive team and receive a briefing on meeting arrangements and the culture and values of Qube. New directors are also encouraged to undertake site tours of key business locations.
- 2.16. Qube recognises the importance of providing continuing professional development opportunities to directors to enable them to maintain the skills and knowledge needed to perform their role as directors effectively, as well as to enhance their knowledge of the Qube Group and the industries in which it operates. As part of the board's ongoing development program, directors attend an annual offsite planning and strategy session.
- 2.17. In addition, all directors have ongoing access to information with respect to Qube's business operations and to members of senior management through board presentations, strategic discussions and site visits.
- 2.18. Several board and SHSC meetings each year are held at operational locations. These typically include site visits to interact with operational management personnel aimed at supplementing the board's knowledge and understanding of Qube's operations. Directors are encouraged to undertake site visits at other times, and management works with directors to facilitate such visits.
- 2.19. Additionally, Qube facilitates directors attending training seminars in relation to important legal, ethical and regulatory issues including corporate governance, anti-bribery/corruption, competition, ESG and cyber security developments.
- 2.20. At least annually, the NRC, having considered the Board Skills Matrix (see **Appendix A**) and in combination with the board and committee performance review, assesses whether any existing directors should undertake professional development.



Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

- 3.1. Qube is committed to conducting its business in accordance with high standards of ethical behaviour. All directors, managers and employees are expected to act with integrity and objectivity, striving at all times to enhance Qube's reputation. Accordingly, Qube has established policies in order to maintain confidence in Qube's integrity and encourage compliance with both legal obligations and stakeholder expectations.

Values

Recommendation 3.1

- 3.2. Throughout the reporting period, Qube has had in place and published a board-approved Statement of Values. The Statement of Values sets out the guiding principles that underpin Qube's culture. They comprise the set of beliefs and behaviours in accordance with which Qube must conduct its business to be both a good corporate citizen and enable the realisation of Qube's purpose and vision. The Statement of Values is available at: www.qube.com.au/about/governance.
- 3.3. The senior executive team has the responsibility of disseminating the Statement of Values and inculcating those values across the organisation. All employees receive training on the values which are reinforced by management at all levels.

Code of Conduct and Ethics

Recommendation 3.2

- 3.3. Qube's Code of Conduct and Ethics sets out obligations in relation to fair dealing, insider trading, equal opportunity, privacy and confidentiality, health and safety, the environment, conflicts of interest, expenses and claims, and use of company property. Employees receive training on the Code of Conduct and Ethics which is available on Qube's employee intranet, employee app and public website.
- 3.4. In addition, all employees are provided with a copy of Qube's Employee Handbook. This includes summaries of Qube's primary policies as well as important human resources, operational and workplace policies and standards. The policies are cross-referenced and employees are advised how to access the policies and standards and whom to contact in relation to specific queries.
- 3.5. In accordance with Qube's policies and standards, employees are encouraged to report unacceptable behaviour to their nominated supervisors, human resource managers or the company secretary.
- 3.6. As a standing agenda item at its meetings, the ARMC would be informed of any material breaches of the Code of Conduct and Ethics and other significant corporate policies.
- 3.7. The NRC is the responsible committee for matters concerning workplace sexual and gender-based harassment as well as psychosocial safety and psychosocial hazards in the workplace. As a standing agenda item at its meetings, the committee would be informed of any incidents reported in line with Qube's Diversity Policy, Code of Conduct and Ethics or Workplace Behaviour Policy.

Whistleblower Policy

Recommendation 3.3

- 3.8. Qube has adopted a whistleblower policy in line with the requirements of the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth) and includes all of the content suggestions set out in Box 3.3 of the Principles. Qube has a Whistleblower Policy for its Australian and overseas entities. During the Reporting Period, a separate Whistleblower Policy for Qube's New Zealand entities was developed and adopted. The means for making reports under Qube's whistleblower policies include reporting to Qube's protected disclosure officers on an anonymous basis. The whistleblower policies are available in the Governance section of Qube's website.
- 3.9. The ARMC is the responsible committee in relation to Qube's whistleblower policies. As a standing agenda item at its meetings, the committee would be informed of any material incidents reported under the policies and management's actions in response to verified reports.

Anti-Bribery & Anti-Corruption Policy

Recommendation 3.4

- 3.11. Qube's Anti-Bribery & Anti-Corruption (**ABAC**) Policy applies to Qube-controlled entities (and their officers and employees) and Qube contractors including agents, distributors, business representatives and advisers acting for or on behalf of a Qube entity.
- 3.12. The ABAC Policy includes all of the content suggestions set out in Box 3.4 of the Principles. In summary it:
- sets out management's responsibilities in relation to implementation and oversight of, and reporting and approvals under, the policy.
 - explains conduct that is prohibited and provides guidance on giving and receiving gifts, entertainment and donations.
 - sets out Qube's requirements and expectations in relation to engagement with Qube contractors and third parties, including customers, suppliers, distributors and joint venture partners.
 - links to the Whistleblower Policy for complaint-reporting purposes.
- 3.13. As a standing agenda item at its meetings, the ARMC would be informed of any material breaches or incidents reported under the policy and management's actions in response.

Additional policies and materials

Human Rights and Modern Slavery

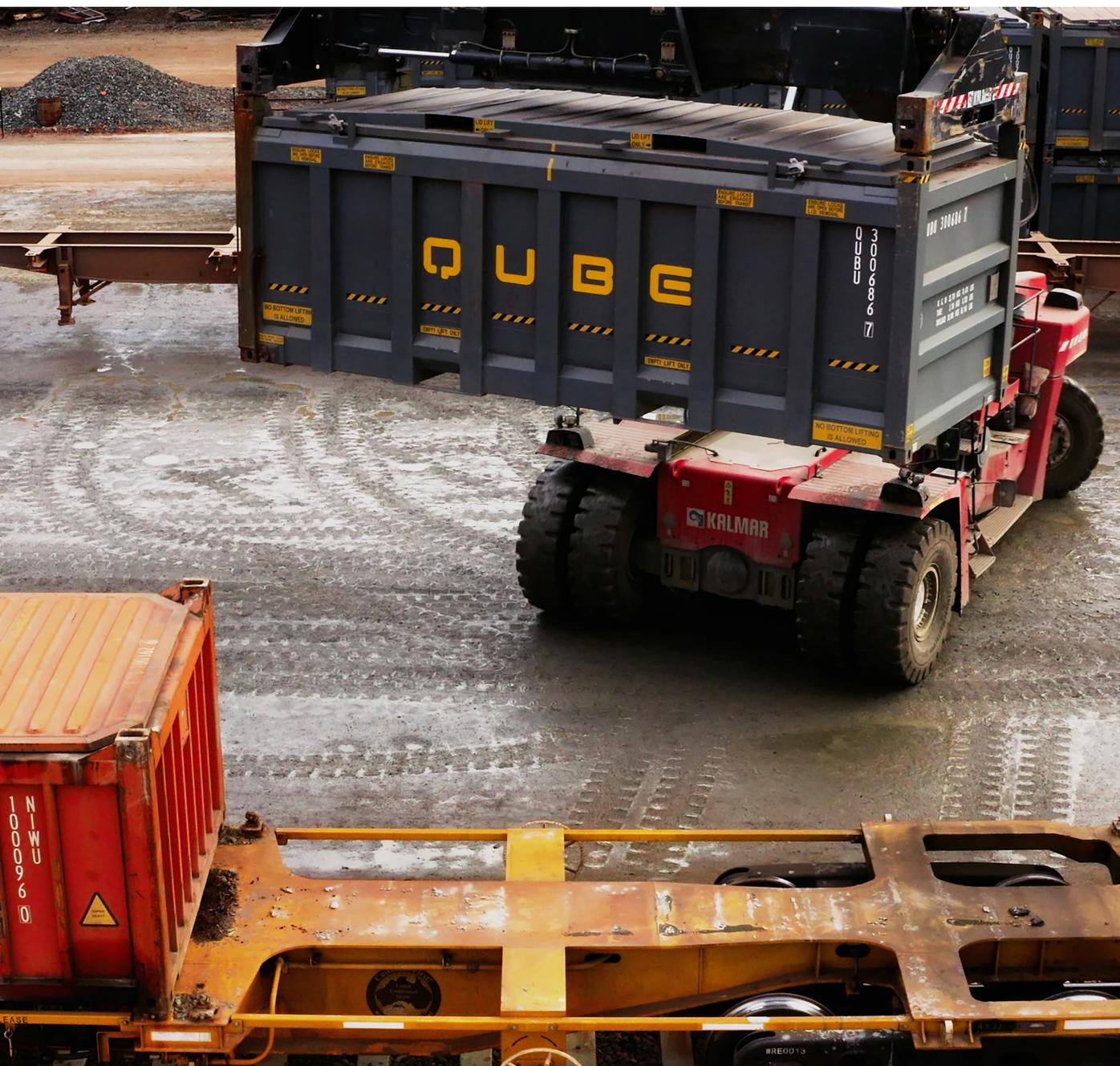
- 3.14. Qube is committed to the United Nations Guiding Principles for Business and Human Rights and, in turn, the principles and objectives underpinning the Commonwealth *Modern Slavery Act 2018 (Act)*. Qube's approach is to manage modern slavery risks as a subset of a broader suite of human rights concerns pertinent to its business.
- 3.15. In accordance with those principles and objectives, during the reporting period Qube continued to implement actions under its risk management framework based on its ongoing risk-based assessments of Qube's operations and supply chains to identify any modern slavery risks.
- 3.16. Qube has a Human Rights Policy incorporating modern slavery related obligations and reporting and has now issued four Modern Slavery Statements under the Act. Qube is currently preparing its 2024 Modern Slavery Statement which will be published by 31 December 2024.
- 3.17. The SHSC is the responsible committee in relation to human rights and modern slavery. Any incidents connected with modern slavery practices, and management's responses, would be reported to this committee.

Conflicts of Interest

- 3.18. Qube has published on its website its Disclosure of Interests and Related Party Transactions Policy. The policy mandates a formal process for directors of Qube and its subsidiaries as well as other senior executives to disclose material personal interests and conflicts of interests as well as any related party transactions. Disclosed interests are recorded in a register of interests maintained by the company secretaries.
- 3.19. In accordance with the policy, directors of Qube Holdings, directors of Qube subsidiaries and senior executives are required to disclose any actual, potential or perceived conflict of interest where a potential conflict may arise, and are required to keep these disclosures up to date. In addition, directors are obliged to disclose any such conflicts under their Letters of Appointment and Officer Protection Deeds. The policy requires that the ARMC be informed of actual or potential conflicts of interest and any proposed related party transactions.
- 3.20. As a standing agenda item at each board meeting, Qube's directors are required to declare any material interests or conflicts in relation to matters to be considered at that meeting. These are tabled before the board and noted in the minutes and register of interests in accordance with this policy. Guided by advice of the company secretary, any such interests or conflicts are dealt with at the meeting in accordance with the policy and the law.

Dealing in Qube's Securities

- 3.21. The board has in place a Securities Dealing Policy which provides guidance to directors and employees regarding dealing in Qube securities. The policy is compliant with ASX Guidance Note 27 on trading policies.
- 3.22. All directors, executives and relevant employees (as delineated in the policy) are prohibited from dealing in Qube's securities, related financial products and derivatives during specific 'Blackout Periods' (after a financial reporting period and prior to release of the financial results for that period) and whenever they have price-sensitive information which is not generally available. Additionally, the policy specifies procedures for obtaining internal approval to deal in Qube's securities outside the Blackout Periods.
- 3.23. The ARMC is the responsible committee in relation to the Securities Dealing Policy. As a standing agenda item at its meetings, the committee would be informed of any material incidents reported under the policy and management's actions in response.
- 3.24. Qube provides periodic regulatory and legal compliance training to senior management on the policy, as well as informal briefing sessions for directors, senior executives and relevant employees as part of continuing employee education initiatives. A copy of the policy is available in the Governance section of Qube's website.



Principle 4 – Safeguard the integrity of corporate reports

Audit and Risk Management Committee

Recommendation 4.1

- 4.1. The board has established the ARMC with its responsibilities and composition requirements set out in its charter. The qualifications and experience of the committee's members are set out in the Annual Report.
- 4.2. The committee meets as frequently as required but not less than five times per year. The number of meetings held during the reporting period and the individual attendances of the members at those meetings are set out in the Annual Report.
- 4.3. The committee assists the board in fulfilling its statutory responsibilities in relation to financial reporting, risk management and internal control. The committee's responsibilities have been outlined under Principle 2 (Structure the board to add value). Recommendation 7.1 (that a majority of members of the committee be independent and that it be chaired by an independent director) has been satisfied since September 2012.

CEO and CFO Declaration

Recommendation 4.2

- 4.4. In accordance with section 295A of the *Corporations Act 2001* (Cth) and in compliance with Recommendation 4.2, the Managing Director and the Chief Financial Officer provided a declaration to the board attesting that, during the reporting period, to the best of their knowledge and belief:
 - a. Qube has determined its material exposure to risks, and has established the necessary policies for the oversight and management of material business risks.
 - b. there is a risk management and internal control system in place to manage Qube's exposure to material business risks, including both financial and non-financial (including environmental and social sustainability) risks, and to ensure that those risks are being managed effectively.
 - c. the integrity of the financial statements is founded on a sound system of risk management and internal control and compliance.
 - d. Qube's risk management and internal control and compliance system is operating efficiently and effectively in all material respects regarding financial reporting risks.
- 4.5. In addition and in compliance with Recommendation 4.2, the Managing Director and Chief Financial Officer also provided an equivalent declaration in respect of the financial statements for the half-year ended 31 December 2023.
- 4.6. Senior management of the business units, Patrick Terminals and the corporate function complete internal control questionnaires and declarations for each financial reporting period addressing financial reporting and the internal control environment.

External Audit

- 4.7. The ARMC also monitors procedures to ensure the rotation of external audit engagement partners every five years as required by the Corporations Act.
- 4.8. If circumstances arise where it becomes necessary to replace the external auditor, the ARMC would formalise a process for the selection and appointment of a new auditor and recommend to the board the auditor to be appointed to fill the vacancy. Policies are also in place to restrict the type of non-audit services which can be provided by the external auditor and there is a detailed review of non-audit fees paid to the external auditor.
- 4.9. During the reporting period, Qube's external auditor was PricewaterhouseCoopers Australia (**PwC**). All ARMC papers are available to PwC personnel involved with Qube's audit who are invited to and do attend committee meetings. The external auditor is available to committee members at any time and also attends Qube's AGMs to answer any questions from shareholders.
- 4.10. As Qube's external auditor, PwC is required to confirm its independence and compliance with specified independence standards on a half-yearly basis. This declaration is contained in the 2024 Annual Report.

- 4.11. During the reporting period, the board through the ARMC, reviewed Qube's external audit requirements and the appointment of Qube's auditor. The board determined to seek submissions from the major accountancy firms (including Qube's current auditor) to provide external audit services. The ARMC and management then undertook detailed engagement with the firms on their submissions. Following a comprehensive evaluation by the ARMC and management, the Board determined, based on the ARMC's recommendation, to approve the continuing appointment of PwC as Qube's external auditor.

Verification of Periodic Corporate Reports

Recommendation 4.3

- 4.12. During the reporting period, Qube released the following key non-audited corporate reports and plan, all of which are prepared by management, reviewed by senior management and relevant committees and the board as noted below:
- a. Workplace Gender Equality Agency Report 2023-24** – this report was prepared by Qube's Director – People, Culture & Safety with the assistance of Qube's internal remuneration consultant based on an interrogation of payroll records and enquiries made of payroll and HR managers. The draft report was reviewed by Qube's Nomination and Remuneration Committee before lodgement with WGEA. Subsequent to the release of the report, the committee commissioned two gender pay gap assessments – one assessment was undertaken at a FIFO worksite during the reporting period and the second assessment was completed at a non-FIFO worksite shortly after the end of the reporting period. The assessments showed that roles are offered to men and women equally and there was no gender bias or discrimination in such allocation or related pay and other employment conditions.
 - b. Sustainability Report 2024** – Qube's Director – Corporate Affairs coordinated preparation of this year's report with Qube's Group Sustainability Manager's, GM – Safety, Health & Sustainability and Qube's Director – People, Culture & Safety to engage with the SHS functions across the business. The draft report was then reviewed and endorsed by the SHSC to the board for issue. In relation to FY24 greenhouse gas (GHG) emissions reporting as set out in this report (and in the Annual Report), the committee requested and revised a detailed verification document prepared by management based on pre-assurance work conducted by PwC. This document outlined the calculation boundaries, methodologies, assumptions and key references used in the calculations of Qube's reported Scope 1 and Scope 2 GHG emissions. The methodologies used to calculate Qube's GHG emissions are consistent with those described in the National Greenhouse and Energy Reporting (NGER) Scheme applying the Australian National Greenhouse Accounts Factors.
 - c. Modern Slavery Statement** – preparation of the 2024 statement is being overseen by Qube's Director – People, Culture & Safety and Director – Corporate Affairs based on processes implemented under Qube's modern slavery framework. The Senior Corporate Counsel & Company Secretary will review the statement for compliance with the seven mandatory reporting criteria under the legislation. The draft statement will then be reviewed by the SHSC and recommended to the board for final approval to issue. The 2024 Modern Slavery Statement will be issued by 31 December 2024 in accordance with the legislative requirements.
 - d. Reconciliation Action Plan (RAP)** – Qube established a RAP committee in October 2022 to develop Qube's inaugural RAP and consider community engagement activities to promote Qube's vision for reconciliation with First Nations peoples. In FY23 Qube developed its first 'Reflect' RAP which was approved by Reconciliation Australia on 17 August 2023. The RAP is available within the Sustainability section of Qube's website at: www.qube.com.au/sustainability/reconciliation/.

Principle 5 – Make timely and balanced disclosure

Continuous Disclosure Policy

Recommendation 5.1

- 5.1. Qube is committed to providing timely, open and accurate information to all of its stakeholders including shareholders, employees, customers, suppliers, regulators and the investment community.
- 5.2. The board has adopted a Continuous Disclosure Policy that sets out Qube's approach to continuous disclosure under ASX Listing Rule 3.1 and to external announcements generally. The policy provides an outline of Qube's continuous disclosure obligations and sets out the measures it has implemented to ensure compliance with these obligations.
- 5.3. The Continuous Disclosure Policy also provides guidelines for the management of external announcements and specifies Qube's authorised spokespeople. The board reviews the policy at appropriate times to ensure it is effective and remains consistent with relevant laws and ASX requirements. A copy of the Continuous Disclosure Policy is publicly available in the Governance section of Qube's website.
- 5.4. During the reporting period, the Continuous Disclosure Policy was revised. This revision included establishing a Disclosure Committee to assist Qube in complying with its disclosure obligations and processes, including being convened under Qube's Crisis Management Plan (**CMP**) should that plan be activated. The nominal standing members of the Disclosure Committee are:
 - a. Managing Director (who will act as the committee's chair)
 - b. Chief Financial Officer
 - c. General Counsel & Company Secretary
 - d. Director – Corporate Affairs
 - e. Group Investor Relations

(Disclosure Officers).
- 5.5. Should the CMP be enacted, the Disclosure Committee would be convened comprising all of the available Disclosure Officers. In addition, the Chairman and at least one other director would join this committee for the duration of the crisis.
- 5.6. In accordance with the policy and internal procedures, senior executives who become aware of potentially price-sensitive information must immediately report this to Qube's Disclosure Officers.
- 5.7. Although the board has ultimate responsibility for ensuring that Qube complies with its continuous disclosure obligations, the board has delegated to Qube's Disclosure Officers responsibility for overseeing compliance with Qube's Continuous Disclosure Policy.
- 5.8. A director and management continuous disclosure compliance confirmation has been made a standing item at all board meetings to ensure the board is continuously updated on Qube's compliance with the policy. The board would be advised promptly where a material matter requiring disclosure arises.

Recommendation 5.2

- 5.9. Under Qube's Continuous Disclosure Policy, it is a standing agenda item at every scheduled meeting of the ARMC that management confirms Qube complies with its continuous disclosure obligations.
- 5.10. Copies of all material ASX market announcements are provided to the board on the day they are made. Furthermore, Qube complies with its Continuous Disclosure Policy requirement that all information Qube discloses to the ASX is placed on Qube's website. Qube endeavours to post all announcements on its website on the same day they are released to the ASX.

Investor Presentations

Recommendation 5.3

- 5.11. Qube has complied with this recommendation relating to the release of investor presentations to the extent applicable during the reporting period. Details of Qube's interactive half-year and full-year results conference calls are published on Qube's website and are open to anyone who wishes to participate. Qube's AGM presentations are also uploaded on the ASX Market Announcements Platform ahead of the presentation in accordance with the listing rules. Shareholders may ask questions on the presentation at the AGM.

Principle 6 – Respect the rights of security holders

Information on Operations and Governance Practices

Recommendation 6.1

- 6.1. Qube is committed to the delivery to its security holders and the broader investment community of timely and relevant information about Qube's operations and governance practices.
- 6.2. Qube has an 'Investor Centre' section on its website: www.qube.com.au/investor/. This section contains links to Qube's activities, ASX and other announcements and an investor calendar setting out important dates. Important reports are also available to download from this page. Qube has a LinkedIn profile and profiles with other social media platforms which enable it to 'push' news stories and ASX releases to its network of Qube followers.
- 6.3. Security holders can also request information from, and communicate with, Qube online via the 'Contact us' page: www.qube.com.au/contact/. Qube's 'About' page contains information on the board and leadership team and key corporate governance documentation including Qube's Constitution, board and committee charters, key events calendar, Statement of Values and other corporate governance policies.
- 6.4. Qube also has an announcements and presentations section on the 'Investor Centre' page of the website: www.qube.com.au/investor/. This section contains all of Qube's ASX media announcements, reports and presentations as well as links to Qube's past AGMs including their recordings.

Investor Relations Program

Recommendation 6.2

- 6.5. Qube has an Investor Relations Program, a copy of which is available on Qube's website. The primary purpose of the program is to inform investors and other financial market participants of all major developments affecting Qube's state of affairs and allow them to gain a greater understanding of Qube's business, governance, financial performance and prospects.
- 6.6. As part of its Investor Relations Program, to facilitate effective communication and interaction with investors, Qube holds two investor roadshows each year following its results announcements, as well as additional ad-hoc investor meetings and conference calls with investors and analysts.
- 6.7. In addition, on 2 May 2024, Qube held an interactive Investor Day Site Tour for investors and other Qube stakeholders across a number of Qube's assets and operations in Sydney and Port Kembla. The event was held in person and a comprehensive overview of Qube's business was provided by senior management personnel.



Investor Engagement

Recommendation 6.3

- 6.8. The board encourages full participation by shareholders at AGMs to ensure accountability and transparency. Written questions may also be put to Qube's external auditor ahead of all AGMs to answer shareholder queries about the Auditor's Report.
- 6.9. The AGM held during the reporting period was a hybrid meeting held in person, online and also live-streamed. Shareholders were able to vote ahead of the meeting online or by posting or faxing their completed voting form (the details of which were contained on the voting form). Shareholders attending in person were able to ask questions from the floor and vote in person while shareholders attending remotely were able to submit written questions and vote online.

Recommendation 6.4

- 6.10. As noted in Qube's notices of meeting and as Qube instructs its share registry, all of Qube's resolutions at meetings of security holders are decided by a poll rather than on a show of hands.

Recommendation 6.5

- 6.11. New security holders of Qube are sent a welcome pack of materials from our share registry provider, Computershare. This pack includes information on registering to receive all Qube materials and communications electronically.
- 6.12. Security holders are provided with access to online half-yearly and annual reports and have the option of receiving soft copies of these documents upon request. Through Qube's website and its share registry online shareholder platform, security holders have the option to update their communication preferences at any time to receive the desired type of communications and reports (including annual reports and notices of meetings) electronically.



Principle 7 – Recognise and manage risk

Oversight of Risk Management

Recommendation 7.1

- 7.1. The board has adopted a Risk Management Policy in accordance with which the board is responsible for the oversight of Qube's risk management framework. Under this policy, the ARMC and the SHSC are responsible for assisting the board to fulfil its responsibilities by reviewing and monitoring the financial and SHS aspects of, and reporting under, the framework on a periodic basis. The Risk Management Policy was reviewed by the ARMC and a minor revision was approved by the board in February 2024. A copy of the Risk Management Policy is available in the Governance section of Qube's website.
- 7.2. As described above, the ARMC is comprised of three members all of whom are independent and chaired by a director who is not the Chairman. The committee's charter was last reviewed by the committee and the board in February 2023 and is available on Qube's website. Meetings of the committee, and individual attendances of its members, are set out in Qube's 2024 Annual Report.
- 7.3. As described above, the SHSC is comprised of four members, one of whom is the Managing Director and the other three members are independent directors. The committee is chaired by a director who is not the Chairman. The committee's charter is available on Qube's website. Meetings of the committee, and individual attendances of its members, are set out in the Annual Report.
- 7.4. Responsibility for control and risk management is delegated to the appropriate level of management within Qube, and the ARMC and SHSC have ultimate accountability to the board. The ARMC is charged with overall responsibility for overseeing Qube's risk management framework and ensuring that all significant existing, new and emerging risks are properly allocated to and overseen by the most appropriate board committee.
- 7.5. During the reporting period, the charters of both the ARMC and SHSC were revised to expressly describe the risk reporting and consultative relationship between each committee and the board.
- 7.6. To facilitate interaction of the ARMC and the SHSC, and in accordance with their respective charters, the Chairs of the ARMC and the SHSC meet periodically to discuss matters of relevance to both committees and consider allocation of responsibilities between them. Presentations and training from external experts are a regular feature of meetings of these committees to keep committee members up to date with current issues.

Risk Management Framework

Recommendation 7.2

- 7.7. As required by the board, management has implemented a risk management framework in accordance with the Risk Management Policy which is designed to ensure that Qube's material business risks, including existing significant, new and emerging risks, are identified and that adequate controls are in place and function effectively, and for management to report to the board on whether those risks are managed effectively. This framework incorporates the maintenance of comprehensive policies, procedures and guidelines which span Qube's diverse activities. The matters addressed within the framework including setting financial controls, conducting business audits, investment and acquisition overview, and ensuring high standards in corporate communications and external affairs.
- 7.8. The framework aims to evaluate and continually improve the effectiveness of Qube's risk management and internal control processes. The risk management framework incorporates input from a range of existing systems, programs and policies including:
 - a. a board-approved Risk Appetite Statement, high level CMP and numerous business unit-level Business Continuity Plans.
 - b. a comprehensive occupational health and safety program, including specific targets for continuous improvement, occupational health and safety standards, road and rail transport safety standards and safety management systems, all of which are monitored and reviewed to achieve compliance with applicable legislation and regulations.
 - c. a delegation of Authority Policy (**DOA Policy**), including guidelines and approval limits for operational and capital expenditure and investments. The DOA Policy was revised by the board during the reporting period.
 - d. a comprehensive annual insurance program.

- e. a board approved treasury and tax risk management policy.
 - f. annual budgeting and monthly reporting systems for all divisions to monitor performance against budget targets.
 - g. the identification and assessment of strategic risks in the annual and biannual reviews and updating of strategic plans and associated business models.
 - h. an SHS policy and management system (including corporate audits of site safety and environmental compliance) and continuous improvement strategies.
- 7.9. As noted above, the ARMC has global oversight of Qube's risk portfolio with a specific risk allocated to a committee depending on the nature of the risk and its relevance to the committee's responsibilities and work. The ARMC also maintains overall responsibility for oversight of Qube's risk management policy, framework and reporting, including on significant existing, new and emerging risks.
- 7.10. Under the Risk Management Policy, each Qube business unit provides for reporting on risk management in its regular reporting. The risks for each Qube business, as set out in business unit and material associate risk registers, are formally reviewed consolidated into an overall group risk register. These registers are assessed by the Managing Director, in consultation with senior management, to ensure that each division and material associate has an effective risk management process in place and that the risk registers accurately reflect all current key risks of the Qube Group and its associates.
- 7.11. Twice each year, management conducts a formal group-wide, bottom-up risk review of all business units and operations. This review, together with reviews of major associates, are reported to the ARMC, which in turn reports to the board. During the reporting period the ARMC reviewed Qube's risk management framework, with revisions made as applicable, to the Risk Management Policy.

Internal Audit

Recommendation 7.3

- 7.12. During the reporting period, the board appointed a new external service provider, Deloitte, to provide internal audit services. A rolling high-level three-year audit plan and specific one-year internal audit plan, are set each calendar year to ensure focus on relevant and evolving audit areas. The internal auditor reports to management and the ARMC at the conclusion of each module of work. During the reporting period, the internal auditors met with the ARMC and attended a number of its meetings.

Environmental and Social Risks

Recommendation 7.4

- 7.13. Qube's SHSC has responsibility for overseeing Qube's business practices from a sustainability perspective by ensuring they are carried out in a responsible and sustainable manner aimed at doing 'Zero Harm' to the environment and the communities in which Qube operates. Qube's Safety, Health and Sustainability Policy is available in the Governance section of Qube's website.
- 7.14. The SHSC assists the board in its role of overseeing Qube's approach and practices in safety, health, environment and community (social) engagement and reporting.
- 7.15. Qube's Sustainability Report, and the Directors' Report in the Annual Report, set out Qube's reporting framework around environmental and social risks and the material exposure to those risks by outlining how they are identified, controlled, managed and, to the extent practicable, mitigated.

Principle 8 – Remunerate fairly and responsibly

Nomination and Remuneration Committee

Recommendation 8.1

- 8.1. Details relating to the NRC were outlined under Principle 2 above. This committee is also responsible for reviewing and making recommendations to the board on remuneration packages and policies applicable to the Managing Director, non-executive directors and, where appropriate, senior executives. One of the requirements of the committee is to ensure remuneration levels are competitively set in order to attract and retain appropriately qualified and experienced directors and senior executives.
- 8.2. The NRC may also review and make approvals and/or recommendations regarding the policies applicable to staff salary reviews generally. As noted under Principle 1 above, Qube continually reviews its remuneration practices from a diversity perspective to ensure all employees of the Qube Group are provided with fair and equitable remuneration and access to benefits, irrespective of gender, sexual orientation, ethnicity, age, social status or beliefs.

Remuneration of Directors and Senior Management

Recommendation 8.2

- 8.3. Qube's approach to non-executive director, Managing Director and senior executive remuneration is set out in detail in the Remuneration Report included in the 2024 Annual Report. Qube's remuneration framework, as described in the Remuneration Report, is designed to be both market-competitive and fair to all stakeholders and contain performance measures aligned to support the values, purpose, strategies, objectives and future direction of the business by attracting and retaining high calibre individuals. The level and mix of remuneration of non-executive directors and other senior executives is determined by reference to the market via survey data and may include input from external professional remuneration consultants.
- 8.4. The remuneration framework clearly distinguishes the remuneration structure for non-executive directors from that of the Managing Director and other senior executives, and Qube does not have any incentive schemes or retirement benefits (other than superannuation) in place for its non-executive directors who are remunerated by way of cash fees (which may be salary-sacrificed for Qube shares acquired on market in accordance with the Non-Executive Director Equity Plan as referred to at paragraph 8.7 below) and superannuation contributions.
- 8.5. Remuneration packages for executive directors and other senior executives comprise an appropriate balance of fixed remuneration and performance-based remuneration. Performance-based remuneration is linked to specified performance targets aligned to the Qube's entity's short, medium and longer term performance objectives and are consistent with Qube's circumstances, purpose, strategic goals, values and risk appetite. The board, based on advice from the NRC, retains discretion, where appropriate, to prevent performance-based remuneration rewarding conduct that is contrary to Qube's values or risk appetite.
- 8.6. For a number of years Qube has appointed an independent remuneration adviser to assist the NRC in reviewing Qube's remuneration arrangements for the directors and management. The NRC, together with Qube's internal remuneration consultant, engaged closely with the external adviser to review Qube's remuneration framework against market practice, alignment with Qube's strategic direction and its responses to market trends and issues.
- 8.7. During the reporting period, a revision of the Non-Executive Director Equity Plan (**NED Equity Plan**) was implemented along with the introduction of a standalone Non-Executive Director Minimum Shareholding Requirement Policy (**NED MSR Policy**). The plan is a salary sacrifice arrangement enabling non-executive directors to receive board fees in share rights in lieu of cash, with a minimum shareholding requirement. A copy of the NED Equity Plan and NED MSR Policy are available in the Governance section of Qube's website.

Securities Dealing Policy

Recommendation 8.3

- 8.8. Qube's Securities Dealing Policy includes a prohibition on entering into transactions in financial products which limit the economic risk of holding unvested entitlements under equity-based remuneration schemes. Further details relating to the policy were outlined under Principle 3 above. A copy of the policy is available in the Governance section of Qube's website.

Appendix A – Board Skills Matrix

Key – Skill Level				
Limited	General	Advanced	Expert	
Critical Skills		Number of Directors		
Logistics, supply chain and stevedoring oversight	0	1	1	7
Safety oversight	0	1	1	7
Strategy oversight	0	1	2	6
Mergers, acquisitions and divestments oversight	0	3	1	5
CEO experience	0	2	3	4
Resource and agriculture customer oversight	0	2	4	3
Technology and data oversight	0	6	3	0
General Skills		Number of Directors		
Investor engagement oversight	1	3	1	4
Culture oversight	0	1	5	3
Financing/funding oversight	3	2	1	3
Risk management oversight	0	2	5	2
Talent and leadership oversight	0	2	5	2
Remuneration oversight	0	3	4	2
Sustainability oversight	0	3	4	2
Accounting and financial reporting oversight	0	4	3	2
Corporate governance (legal and regulatory compliance) experience	0	5	2	2
Communications and corporate affairs oversight	0	2	6	1
Major projects oversight	0	2	6	1
Innovation and disruption oversight	1	3	5	0
Digital oversight	2	5	2	0

Qube Holdings Limited
ABN 14 149 723 053

Level 27, 45 Clarence Street
Sydney NSW 2000

Tel +61 2 9080 1900

For general enquiries or feedback, please email info@qube.com.au.

QUBE

qube.com.au

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