



Safety, Health and Sustainability Committee Charter

Qube Holdings Limited
ACN 149 723 053

1. Overview

1.1. Purpose

This Charter sets out the role, responsibilities, membership and operation of the Safety, Health and Sustainability Committee (**Committee**) of Qube Holdings Limited (**Qube**) in respect of Qube and its controlled group of entities (**Qube** or the **Group**).

1.2. Role

The role of the Committee is to provide advice and assistance to the Qube board of directors (**Board**) to oversee that management's decision-making and activities result in Qube's operations being conducted in a sustainable manner. Sustainability refers to establishing and maintaining business practices that ensure the long-term viability and success of an organisation, in particular in workplace health and safety, commitment to the community and minimisation of environmental impacts.

1.3. Objectives

- a) The objectives of the Committee are to assist the Board in:
 - (i) overseeing safety, health and environment matters arising out of the operations and activities of the Qube Group as they affect employees, contractors, local communities and the environment;
 - (ii) monitoring the effectiveness of Qube's risk management framework by overseeing the management of risks within the remit of the Committee's responsibilities as outlined in this charter; and
 - (iii) assessing and making recommendations on the reporting of Qube's climate change risks and its carbon emissions reduction strategy and implementation,collectively, Safety, Health and Sustainability or **SHS** matters.
- b) The Committee is responsible for:
 - (i) providing guidance to management; and
 - (ii) satisfying itself that relevant information is being reported to it and in turn is adequately reporting to the Board,on SHS issues across the Qube Group.

1.4. Relationship with the Audit and Risk Management Committee and the Board

- a) The joint purpose of the Committee and the Audit and Risk Management Committee (**ARMC**) is to assist the Board in fulfilling its responsibilities to oversee Qube's risk management framework and public reporting including, particularly from the Committee's perspective, climate-related disclosures. To this end, the Committee will consult the ARMC to ensure that material matters most appropriately within each committee's areas of responsibility are being properly considered and overseen.
- b) To facilitate the consultative process referred to above, the Chairs of the Committee and the ARMC will meet periodically to discuss matters of relevance to both committees and consider allocation of responsibilities between them. The Chairs will note outcomes of their discussions to their respective committees and provide file notes of those discussions to the Company Secretary for record-keeping.

- c) The Committee acts as an advisory body to the Board and has no executive powers with regard to its notifications, advice and recommendations other than as may be delegated by the Board. Accordingly, the Board is not relieved of its responsibilities in respect of these matters. In accordance with Qube's risk appetite statement, the Board remains ultimately responsible for determining the type and level of risk Qube will accept to meet its objectives.

2. Membership

2.1. Structure

- a) The Committee is appointed by the Board in accordance with Rule 6.16 of Qube's Constitution.
- b) The Committee is to consist of:
 - (i) the Managing Director, and
 - (ii) at least two other members who are non-executive directors.
- c) The Chair of the Committee is to be appointed by the Board and must be an independent, non-executive director. The Committee may appoint an interim Chair to fill a casual vacancy pending Board appointment.
- d) The Company Secretary will be the secretary of the Committee.

2.2. Committee Advisors

The Committee may appoint expert external advisers to assist it in performing its duties. The terms of appointment of such external advisers shall be agreed by the Committee. The external advisers shall attend Committee meetings as agreed with the Committee.

2.3. Term

- a) Committee members will be appointed for an initial term of up to two years with the appointment being subject to regular review.
- b) The appointment of a Committee member will cease if that person ceases to be a director of Qube, if that person resigns from the Committee, or as otherwise determined by the Board.

2.4. Fees

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

3. Meetings

3.1. Convening Meetings

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

3.2. Quorum

- a) A quorum for a Committee meeting is two Committee members who are independent, non-executive directors.

- b) In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair of that meeting.

3.3. Attendance at Meetings

- a) The Committee may meet privately with any external advisers as the Committee may require to allow any relevant issues to be discussed.
- b) Directors who are not Committee members may attend Committee meetings.
- c) Appropriate Qube management personnel are to attend meetings at the invitation of the Committee Chair to provide required reports and presentations to the Committee.
- d) The General Manager – Safety, Health and Sustainability will attend the meetings of the Committee in an advisory role.
- e) The Company Secretary is to attend all Committee meetings to ensure minutes are taken of the meeting.

3.4. Report

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

4. Authority

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

5. Responsibilities and Duties

5.1. General

- a) The Committee is responsible for the monitoring and review of SHS-related matters, including the review, approval and oversight of policies, standards, strategies, systems and processes as implemented and reported on by Qube management.
- b) The Committee reviews, reports to, and provides the Board with guidance on, key SHS issues across the Group, including:
 - (i) the social and environmental impacts of Qube's policies and procedures; and
 - (ii) initiatives to enhance sustainable business practices and Qube's reputation as a responsible corporate citizen.
- c) Committee members have experience, but generally do not represent themselves as experts, in SHS issues and rely on management for matters within their responsibility and on the expertise of external professionals where appropriate. Information provided to Committee Members should be accurate and timely.

5.2. Strategies and Frameworks

- a) Sustainability, as an over-arching principle, is embedded into Group and business-level strategies, action plans and reporting, with performance monitored at a divisional and corporate level through relevant senior executives.
- b) The Committee has particular responsibility for:
 - (i) Reviewing and overseeing the implementation of Qube's SHS strategy and related policies, plans and programs, including making recommendations to the Board on Qube's long-term environmental and sustainability approaches;
 - (ii) assessing Qube's climate change risks and responses and making recommendations to the Board on Qube's carbon emissions reduction strategy and reviewing its implementation;
 - (iii) monitoring the effectiveness of the SHS management framework by:
 - (A) reviewing the design and effectiveness of Qube's Safety, Health and Sustainability Management System (**SHSMS**) (including related policies and procedures);
 - (B) reviewing the adequacy of systems and processes for the reporting of hazards, risks and incidents (actual or potential); and
 - (C) reviewing the SHS management structure to ensure Qube has available and deploys appropriate resources and processes to eliminate or minimise health and safety risks; and
 - (iv) reviewing Qube's community engagement framework comprising related policies, principles and standards and assessing their effectiveness.

5.3. Performance and Operations

The Committee is responsible for:

- a) receiving and reviewing regular SHS reports, including safety performance across the Group and details of any safety or environmental incidents;
- b) monitoring and reviewing SHS-related investigations, remedial actions in respect of any significant incident and their close-out, including monitoring that learnings are shared across the Group and translated into effective action;
- c) assessing the significance of current and emerging SHS issues relevant to the business and ensuring knowledge of such matters is kept current and communicated through training to all relevant personnel and business units;
- d) monitoring SHS processes (including operational) of Qube's associated businesses; and
- e) reviewing Qube's community engagement activities and impacts.

5.4. Legal and Regulatory Compliance

The Committee will:

- a) monitor the Qube Group's compliance with all SHS-related legal obligations and internal policies and procedures;
- b) monitor management's compliance with work, health and safety (**WHS**) obligations and injury management programs for employees and keep the Board updated on WHS developments including officers' due diligence obligations;

- c) monitor Qube's reporting of material SHS risks and climate-related disclosures by making recommendations to the Board in respect of material SHS risks and climate-related disclosure in:
 - (i) relevant sections of Qube's Annual Report or financial statements;
 - (ii) Sustainability Reports;
 - (iii) Modern Slavery Statements; and
 - (iv) other reports and publications falling within the Committees areas of responsibility,
 - including by reviewing the procedures, internal controls, and due diligence and assurance and verification processes utilised in making these disclosures; and
- d) provide any relevant recommendations in relation to climate-related disclosures within Qube's half yearly and annual financial statements to the ARMC.

5.5. Risk Management

- a) Sustainability (including climate change) risks are integrated into Qube's organisation-wide risk management processes which identify, assess and monitor the organisation's risks.
- b) As part of Qube's overall risk management framework, the Committee will monitor specific categories of risk in relation to matters within the Committee's remit, including:
 - (i) operational performance regarding health and safety risks;
 - (ii) environmental risks, covering both operational performance and long-term, sustainability and climate change risks; and
 - (iii) community interaction and impacts.
- c) If the Committee identifies any workplace sexual and gender-based harassment as well as psychosocial hazards in the workplace, the Committee will refer these matters, and any related well-being matters, to the Nomination and Remuneration Committee.

5.6. Other

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

6. Committee Performance

To determine whether it is functioning effectively, the Committee will:

- a) periodically review this Charter and the Safety, Health and Sustainability Policy;
- b) ensure that an evaluation of its performance is undertaken annually, which may occur in conjunction with a Board evaluation process; and
- c) identify opportunities for continual improvement.