

Safety, Health & Environment Committee Charter

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Safety, Health & Environment Committee Charter

1. Purpose

1.1 The Safety, Health & Environment Committee (the **Committee**) is a Committee of the Aurizon Holdings Limited (the **Company**) Board (**Board**). The purpose of the Committee is to review and make recommendations to the Board on the following matters:

- policies, principles, initiatives and attitudes which promote excellence in safety, health and environmental performance;
- compliance with statutory obligations relating to environmental and safety obligations;
- environmental, health and safety strategy, policies, internal governance and internal control arrangements and performance against stated objectives and targets (including performance KPIs relevant to safety, health and environment); and
- environmental, health and safety risk profiles, strategy and policies,

and to undertake any other specific tasks or functions delegated to the Committee by the Board from time to time.

1.2 For the avoidance of doubt, the Committee discharges the above responsibilities in relation to the Company and as applicable, the entities it controls (the **Group**).

1.3 The Committee also exercises the administrative powers delegated to it by the Board.

2. Administration

2.1 Membership and Expertise

2.1.1 The Board appoints the members of the Committee. The Committee must be comprised of at least three Board members. A majority of the Committee must be independent non-executive directors.

2.1.2 The members of the Committee elect the Committee's Chairman. The Committee's Chairman must be an independent non-executive director.

2.1.3 The Board may, by resolution, remove and replace members of the Committee.

2.1.4 Each Committee member must:

- have a reasonable knowledge of the scope and nature of operations across the Group, its environmental, health and safety risk profile obligations, strategy, policies and performance against stated objectives and targets;
- make themselves aware of the obligations of officers to exercise due diligence in ensuring the Group complies with its statutory duties and obligations that relate to safety, health and environment; and
- dedicate the necessary time and attention to Committee matters.

- 2.1.5 The Company's Company Secretary (the **Company Secretary**) or with the approval of the Committee a delegate of the Company Secretary, will be the Committee Secretary (the **Committee Secretary**).

2.2 Meetings

- 2.2.1 Meetings shall be held at least four (4) times a year on dates determined by the Committee's Chairman or more frequently if required. Any member may require the Committee Secretary to convene a meeting of the Committee.
- 2.2.2 Meetings and proceedings of the Committee are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.
- 2.2.3 The Committee should, to the extent possible, seek to determine matters before the Committee by consensus.
- 2.2.4 Committee members may attend meetings of the Committee in person or by electronic means.
- 2.2.5 A quorum for any meeting of the Committee is at least two independent non-executive members of the Committee.
- 2.2.6 In the absence of the Committee's Chairman or appointed delegate, the Committee members will elect one of their number (who is an independent Director) as Chairman of that meeting.
- 2.2.7 The Committee may invite other people (including any employee of the Group) to attend all or part of its meetings.
- 2.2.8 Any person with a material personal interest in a matter being considered at a meeting must not be present for the consideration of that matter.
- 2.2.9 Other members of the Board are entitled to attend and contribute to the discussion at Committee meetings.
- 2.2.10 The agenda for meetings is determined by the Committee's Chairman in consultation with the Committee Secretary, and others as expressly directed by the Committee's Chairman. Any Committee member may require business to be included in the agenda provided the Committee's Chairman and Company Secretary have been given prior notice of that business.
- 2.2.11 Reports and other papers of the Committee are available to all members of the Board, subject to the rules in relation to conflict of interests set out in the Board Charter from time to time.
- 2.2.12 Decisions of the Committee may be made at a duly called and constituted meeting or otherwise as agreed by all Committee members.

2.3 Minutes

- 2.3.1 The Committee Secretary must prepare minutes for each Committee meeting.
- 2.3.2 The draft minutes of each Committee meeting are to be reviewed by the Committee's Chairman and circulated to all Committee members by the Committee Secretary as soon as practicable after each Committee meeting.

- 2.3.3 A copy of the Committee minutes, once they have been approved by the Committee, are to be signed by the Committee's Chairman and made available for the Company's Board to view via the Directors' only website as soon as practicable.

3. Authority and resources

3.1 The Board has authorised the Committee to:

- perform the activities required to discharge its responsibilities to the Board;
- obtain, either directly or via the Company Secretary, external independent professional advice on terms it deems appropriate and as it considers necessary to meet the Committee's purpose and discharge its responsibilities; and
- have access, subject to the terms of the Board Charter, to any Group employees or any external party, and information it considers necessary to perform its duties.

4. Reporting Responsibilities

- 4.1 The Committee will report to the Board through the Committee's Chairman and will ensure that matters requiring Board attention are notified to the Board.
- 4.2 The Committee will provide the Board with a copy of the minutes of its meetings as required under section 2.3.3.
- 4.3 The Committee will undertake an annual self-assessment of its performance against the requirements of this Charter and provide that information to the Board, as required under section 6.1.

5. Responsibilities

5.1 General

The Committee is responsible for:

- participating in Executive Meetings when invited by the Managing Director & CEO and/or requesting to join and demonstrate support in case of serious incidents;
- understanding the Group's operations and the safety, health and environment hazards and risks associated with those operations;
- overseeing the Group's safety, health and environment framework, including the appropriateness of resources and processes, to ensure compliance with applicable laws and regulations;
- reviewing and recommending to the Board changes to safety, health and environment policies;
- monitoring compliance with those policies and reviewing reports of breaches;
- ensuring appropriate performance measures and targets are in place to monitor compliance with the Group's safety, health and environment policies and practices;

- considering the Group's safety, health and environment performance and issues, assessed by reference to agreed targets and measures, including the impact on employees, third parties and reputation of the Group;
- ensuring that appropriate actions are being taken in respect of safety, health and environment incidents, hazards and risks;
- reviewing the Group's audit performance in relation to safety, health and environment matters (including quality audits and internal monitoring and review program); and
- reviewing and making recommendations regarding safety strategy as presented by management.

5.2 Safety

Without limiting the generality of the matters in section 5.1:

- approving, reviewing and making recommendations to the Board on safety reports and safety deep dives and seeking assurance that management has responded appropriately to recommendations and findings arising out of those safety reports and deep dives;
- making recommendations to the Board on safety performance KPI's; and
- reviewing the Group's strategies, policies and principles which promote excellence in safety.

5.3 Health

Without limiting the generality of the matters in section 5.1:

- reviewing and making recommendations to the Board on management's fitness for work and health and wellbeing programs.

5.4 Environment

Without limiting the generality of the matters in section 5.1:

- reviewing and considering reports from management on environmental, notifiable and reportable events, including those that are required to be lodged in compliance with the Company's statutory obligations concerning the environment; and
- reviewing and making recommendations to the Board in relation to the Company's environmental strategy and greenhouse gas emission targets, and co-ordinating with the Board to assist with monitoring the Company's public disclosures and commitments concerning the environment.

6. Review of the Committee Performance and Charter

- 6.1 The Committee will review its performance, its membership and Charter at least annually and make recommendations as it sees fit to the Board.
- 6.2 This Charter may be amended by resolution of the Board and will be available on the Company's website.