

HEALTH, SAFETY, ENVIRONMENT & QUALITY (HSE&Q) COMMITTEE CHARTER

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HSE&Q COMMITTEE CHARTER

1. Purpose of the HSEQ Committee

The purpose of the Committee is to assist the Board of Directors of Boom Logistics Limited and its subsidiaries (**Boom**) to discharge the Board's governance responsibilities in respect of health, safety, environment and quality matters (**HSEQ Matters**) by monitoring and supporting Boom management through exercise of the activities of the Committee set out in this Charter.

The scope of the Committee is limited to monitoring and supporting Boom management processes connected with HSEQ Matters and does not extend to the provision of technical or operational assurances or approval of management proposals or decision-making.

2. Activities of the HSEQ Committee

The Committee will perform the following activities.

a. Review the ongoing health and safety performance of Boom and monitoring its effective health and safety management.

This will include:

- Reviewing the performance of Boom management in developing and maintaining a safety culture.
- Monitoring Boom's compliance with HSEQ statutory requirements and the performance of any necessary action in accordance with its compliance strategies as developed and implemented by management.
- Reviewing HSEQ policies, objectives and targets and reporting to the Board on Boom's performance as measured against stated objectives including continually improving HSEQ performance.
- Monitoring the management review process to assess the capacity, suitability, and effectiveness of Boom's management system, planning arrangements and resources to meet its HSEQ needs and compliance obligations.

b. Receive and consider information relating to HSEQ Matters.

The Committee will receive and review:

- the HSEQ Monthly Report published by the General Manager HSEQ (**GM HSEQ**),
- reports concerning serious HSEQ incidents within Boom,
- reports of independent audits and reviews of how HSEQ policies and processes are being implemented and their effectiveness,

- reports from management reporting on the material and emerging HSEQ trends and risks and considering the risk management strategies and controls to manage these,
- advice and recommendations from the Boom Safety Leadership Team on health and safety matters, and
- Other information the Committee may request from management.

c. Consider information relating to HSEQ hazards and risks within Boom.

This will include:

- Being aware of the leading or critical HSEQ hazards and risks associated with Boom’s activities by reviewing and considering information provided to it.

d. Consider the systems, processes and resources through which HSEQ hazards and risk are eliminated or controlled.

This will include:

- Developing knowledge of Boom’s HSEQ strategy, management systems, processes and tools.
- Considering and where appropriate, reporting to the Board on the adequacy of resources of management to effectively manage HSEQ issues and to achieve compliance with legal obligations.
- Considering and where it considers appropriate, reporting to the Board on the adequacy of resources of management to provide all necessary HSEQ learning and development programs to employees.

e. Consider information and recommendations provided by management regarding strategic or significant matters.

This will include:

- The Committee will regularly report to the Board on its activities, including monitoring management’s compliance with regulations and with Boom policies.
- Requesting any further information or consideration to be undertaken by management in relation to any HSEQ Matter in support of the Committee’s role to monitor and provide support to Boom management processes.
- The Committee may make recommendations to the Board on HSEQ Matters which may have strategic, business or reputational risks for Boom.

3. Composition of the Committee

- The Committee shall comprise a minimum of (2) two non-executive directors and the Chief Executive Officer;

- Committee membership shall be recommended to the Board by the Committee Chair;
- The Chairman of the Committee will be the appointed Chairman of the Board of Directors.

4. Meetings and Committee Process

4.1 Meeting Frequency

The Committee will meet as frequently as required but not less than 4 times a year.

4.2 Quorum

A quorum will comprise of any two independent Non-executive Director team members. In the absence of the Chairman or appointed delegate, the members shall elect one of their number as Chairman of that meeting.

4.3 Agenda

- The Committee will develop and agree on any standing agenda items.
- The Chairman, with the assistance of the Secretary, will develop the agenda for each meeting and include any other matters deemed to be relevant to the particular meeting.

4.4 Notice

A notice of each meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee at least 5 working days prior to the date of the meeting. The notice of meeting will include the relevant supporting papers for the agenda items to be discussed.

4.5 Attendance

The Committee may extend an invitation to any person to attend all or part of any meeting of the meeting which it considers appropriate.

4.6 Authority

- The Committee has the authority to mandate any special investigations it deems necessary and to obtain advice from employees within Boom or from appropriate external advisors, subject to approval of the Board.
- The Committee has no authority to approve any policy or procedure relating to a HSEQ Matter. However, the Committee may endorse or reject a recommendation made by management in relation to a HSEQ Matter for further consideration and approval by the Board.
- Decisions will be made by a majority of members attending the meeting.

4.7 Minutes

- Minutes of meetings and any decisions made by the Committee shall be recorded and kept by the Secretary.

- Minutes shall be distributed to all members of the Committee.
- Minutes, agenda and supporting papers will be provided to all members of the Board.
- At the Board meeting following each Committee meeting the Chairman of the Committee will highlight key HSEQ Matters which were considered at the Committee meeting and report on any recommendations made by the Committee for further consideration by the Board.

5. Authority to require further information

- The HSEQ Committee has the authority to seek any information it requires from any employee of Boom.
- The Committee is authorised to take any independent professional advice as it considers necessary in relation to its activities as specified in this charter, subject to approval of the Board.

6. Review of Charter and Publication

The Committee will review its Charter on an annual basis. Any changes will be submitted to the Board for approval.

7. Review of Committee Performance

The members of the Committee shall appraise the Committee's performance on an annual basis. The Chairman of the Committee shall also report to the Board on the Committee's performance on an annual basis.

The performance of the Committee shall be measured against this Charter.