

The Warehouse Group Limited

Health, Safety and Wellbeing Committee Charter

1. Role

The Health, Safety and Wellbeing Committee ("the Committee") is a Committee of the Board of Directors ("the Board") of The Warehouse Group Limited ("the Company").

The role of the Committee is to assist the Board to provide governance of health, safety and wellbeing (including the security of people and premises), to the Company, and provide direction and support to leadership.

It will:

- a. Ensure that processes are in place to develop, implement, audit, regularly review and update a "Health, Safety and Wellbeing Management Framework" ("Framework") to be consistent with accepted standards;
- b. Formally review the health, safety and wellbeing performance of the Company including review of audits (internal and external), the critical risk programme, system reviews, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data and verify that any necessary changes are made on an ongoing basis; and
- c. Undertake any other matters referred to the Committee by the Board.

2. Responsibilities

The Committee's responsibilities shall include, amongst other things:

- a. Review, monitor and make recommendations to the Board on the Framework and this charter to ensure the Company has clearly set out its commitments to manage health, safety and wellbeing matters effectively, including the requirement for an opportunity of all workers to be engaged and participate in health and safety;
- b. Review and make recommendations for Board approval of any strategies that are developed by management to deliver health, safety and wellbeing objectives;
- c. Review, approve or make recommendations to the Board, by way of reference to the annual Health, Safety and Wellbeing Plan ("Plan"), to ensure that:
 - i. The Committee's strategies will deliver the health, safety and wellbeing objectives agreed by the Board;
 - ii. The Committee clearly identifies the resources required, including capability, to deliver the Plan; and
 - iii. The Committee has the agreement of the Leadership Squad in acting in accordance with the Plan.
- d. Review, approve and make recommendations to the Board on the processes implemented for ensuring risk is being managed and that these processes provide assurance to the Board in the following areas:

- i. Critical Risk – that processes exist to control the known operating risks that have the most potential to cause serious injury or effect to the short or long-term health of employees, contractors, customers, visitors and other members of the public potentially impacted by the Company's activities;
 - ii. Hazards are identified and managed; and
 - iii. Actions for controlling hazards and the critical risks;
- e. Review and recommend for Board approval proposed targets and objectives for improving or assessing health, safety and wellbeing performance, and monitor performance against these;
- f. Receive reports from management on the operation of the Company's health, safety and wellbeing processes, and ensure the information within provides transparency on:
 - i. Progress against health, safety and wellbeing targets and objectives;
 - ii. Progress against the annual Health, Safety and Wellbeing Plan; and
 - iii. Management of critical risk and its assurance programme;
- g. Organise and facilitate deep dives and site visits, so that each director of the Company gains a personal understanding of the Company's health, safety and wellbeing risks and the effectiveness of how they are managed and controlled;
- h. Monitor compliance with relevant applicable law;
- i. Seek assurance from management through reporting processes that the systems used to identify and manage health, safety and wellbeing risks are fit-for purpose, being effectively implemented, regularly reviewed and continuously improved. This includes ensuring that the Board is properly and regularly informed and updated on matters relating to health, safety and wellbeing risks;
- j. Review health, safety and wellbeing incidents with actual or potential high severity consequences, and determine whether appropriate actions have been taken to minimise the risk of recurrence;
- k. Make recommendations to the Board regarding the appropriateness of resources available for operating the health, safety and wellbeing management systems and programmes;
- l. At its request, the Committee shall be trained to keep up to date with matters pertaining to health, safety and wellbeing using external advisors;
- m. Consider the risk of security to people and premises in-line with the overall health, safety and wellbeing processes undertaken by the Company; and
- n. Undertake any other duties and responsibilities which have been assigned to it from time to time by the Board.

3. Powers and Authority

a. Authorities

The Committee will make recommendations to the Board on all matters requiring its decision. The Committee does not have the power or authority to make decisions for or on behalf of the Board.

The Committee has the authority of the Board to obtain any information and to investigate any matter within its charter.

b. Notification of fatal events

The Board Chair and the Committee Chair will be notified immediately should a fatal incident involving an employee, contractor, customer or visitor occur. The Chief Executive or their delegate will be responsible for making this notification.

c. Notification of significant health, safety and wellbeing events

The Committee Chair will be notified on behalf of the Board of any health, safety and wellbeing event that occurs to an employee, contractor, customer or visitor and is:

- i. a notifiable injury or illness
- ii. a non-injury event with high potential to have caused a notifiable injury or illness
- iii. likely to gain media interest; or
- iv. may have an effect on the reputation of the Company

This notification shall occur from the Chief Executive or their delegate as soon as is reasonably practicable. The Committee Chair may then decide if immediate notification to the rest of the Committee or the Board is required.

d. Information from employees and other parties

The Committee will have access to, and the same authority as the Board of the Company, to seek any information it requires from any officers, employees, consultants or advisers to fulfil its function, duties and responsibilities. All employees will be directed to co-operate with any request made by the Committee.

e. Independent advice

The Committee has the same authority as the Board to obtain independent professional advice and expertise if it considers this necessary.

f. Reliance

The Committee members are entitled to rely on information or advice of management and employees of the Company on matters within their area of responsibility; and the advice of internal and external counsel and other experts on matters within their areas of expertise, to help them meet their due diligence requirements. If a Committee member chooses to rely on such information, they must be able to demonstrate the reasonableness of that reliance.

4. Composition

a. **Membership**

The Committee will be comprised of the full Board.

The Committee may, from time to time, co-opt external experts if the Committee believes this would assist in the discharge of its responsibilities.

b. **Quorum**

A quorum of members of the Committee will be a majority of Directors, unless determined otherwise by Directors.

c. **Term of appointment**

Members of the Committee will be appointed and replaced by Board resolution.

d. **Chair**

The Chair of the Committee will be appointed by the Board and shall not be the Board Chair.

e. **Secretary**

The Board Secretary or nominee will act as Secretary to the Committee. The Secretary, in conjunction with the Committee Chair, is responsible for the co-ordination of all Committee business including meeting scheduling, agendas, scheduling policy reviews, distribution of Committee papers, minutes and communication with the Board.

5. Meetings

a. **Procedures**

Committee meetings will be conducted in accordance with the Company's Constitution and otherwise as determined by the Committee Chair. Matters arising for determination at the meeting will be decided by a majority of votes cast by those present and entitled to vote on the matter.

Executive Directors will not be entitled to attend meetings where they are conflicted for personal reasons.

b. **Frequency**

Meetings of the Committee shall be held at the discretion of the Chair or if requested by any Committee member or the CEO. The request will be in writing and state the purpose for the meeting. The Committee Chair will convene the meeting within 21 days after the receipt of the request.

Reasonable notice of Committee meeting dates, times, locations and the business to be conducted will be prepared by the Secretary and given to the members of the Committee, all other members of the Board and the attending Management.

c. **Papers and work programme**

Meeting agendas and minutes will be distributed to all Board members regardless of whether they are members of the Committee.

The Committee will establish an annual work programme to ensure that the Committee reviews, assesses or reports on each of the areas for which it is responsible under this Charter.

- d. **Observers**
The Committee may have in attendance members of management, including the Chief Executive Officer ("CEO"), the Chief Human Resources Officer, the Leadership Squad members responsible for stores and the distribution centres and the Chapter Area Lead – Health, Safety and Wellbeing, and other such persons as the Committee Chair considers necessary to provide appropriate information at Committee meetings.

Any person may be asked to leave the meeting at the Chair's discretion.

- e. **Minutes**
Minutes of all meetings will be taken by the Secretary. Following approval by the Committee, these will be signed by the Committee Chair as a correct record of the proceedings of the meeting. The Committee Chair will report the findings and recommendations of the Committee to the Board after each meeting. Copies of the minutes will be provided to Board members.

Extracts from the minutes will be made available in a timely manner (within a week of the meeting) to the Chief Human Resources Officer and, if the Board directs, to any other people to enable them to properly carry out their functions.

- f. **Confidentiality**
All discussions, papers and records of Committee meetings will remain confidential to the Company unless there is specific direction from the Committee or the Board or disclosure is required by law.

6. **Review**

The Committee will annually assess its objectives and effectiveness, reporting its findings to the Board. Input to the review will be sought from management.

The Committee may at any time initiate a review of the Committee and make appropriate recommendations for its alteration to the Board.

The Committee will review this Charter at least every two years to ensure it meets best practice standards and meets the needs of the Company and the Committee.

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Appendix

Health, Safety and Wellbeing Management Framework