

Occupational Health & Safety & Management Systems Committee Charter

Midway Limited

ACN 005 616 044

(Company)

Occupational Health & Safety & Management Systems Committee Charter

1. Introduction

Support the role of the Board

The Occupational Health & Safety (OH&S) & Management Systems Committee (Committee) is accountable to and assists the Board in ensuring that Midway Limited meets its OH&S obligations and maintains Management Systems for operational security. This charter sets out how the Committee will perform its role.

Areas of focus

The Committee will focus on:

- OH&S and security across all of the Company's activities and operations including that of the Company's contractors, agents and joint ventures and any such matters requested by the Board. Security is achieved by conducting activities and operations in a controlled manner involving documented policies and procedures with management of risks under a Management System.
- Operational risk management regarding OH&S and security matters (in coordination with the Audit & Risk Management Committee).
- Identification of and compliance with legal and regulatory obligations regarding OH&S and security

Nature of role

The Committee is a non-executive and advisory body reporting and making recommendations to the Board on any matter within the areas of focus. The Committee will communicate with the Audit & Risk Management Committee to ensure effective co-ordination of the activities of the two committees.

2. Duties and Responsibilities

OH&S and Security:

The Committee will ensure through monitoring, review and recommendations:

- That management maintains high standards of OH&S in all of its workplaces including:
 - planning and preparedness; and
 - performance monitoring.
- Processes are in place to ensure identification and compliance with legal and regulatory obligations.
- Adequate reporting systems exist for actual and potential workplace accidents and for OH&S and security breaches and incidents.
- Deficiencies are adequately addressed through remedial actions.

Operational risk management

The Committee (in coordination with the Audit & Risk Committee) will ensure management establishes and operates a risk management system designed to identify, assess, monitor and manage operational risks.

The Committee will:

- Review the management processes to identify and manage all operational risks including contingency plans relating to timber processing safety, occupational health and safety and operational security.

Legal and regulatory compliance

The Committee (in coordination with the Audit & Risk Committee) will ensure that the Company complies with:

- Relevant legal and regulatory obligations.
- Relevant internal policies and procedures.

3. Committee Membership & Proceedings

Composition of the Committee

The Committee will have the following members:

- One or more Non-executive Directors
- One or more senior executives with relevant responsibilities, as determined by the Board.

At least one of the members of the Committee must also be a member of the Audit & Risk Management Committee.

The Board will appoint one of the Non-executive Directors as Chairman of the Committee. The Chairman of the Committee will be an independent Director, unless the Board resolves otherwise having regard to the skills and experience of the members of the Board and the Committee.

The Committee may appoint a person with relevant expertise and experience in relation to the matters within the Committee's area of focus as an expert External Advisor to assist the Committee in performing its role on terms agreed by the Board. The External Advisor (if any) will attend all meetings of the Committee.

The Board will review membership of the Committee annually (or earlier if necessary).

Committee meetings and proceedings

The Committee is established in accordance with the constitution of Midway Limited. Proceedings and meetings of the Committee are governed by the provisions of the constitution to the extent they are applicable and consistent with this charter.

The Company Secretary (or a delegate) will be the Secretary of the Committee.

The Committee will meet as often as required, but at least three times each year.

The Secretary will convene a meeting of the Committee if asked to do so by any Committee member or the External Advisor.

Except in exceptional circumstances, the Secretary will distribute papers to all members at least six days before each meeting.

A quorum for a meeting of the Committee is two members of the Committee who are Directors.

The Committee will act by consensus. If consensus cannot be achieved on a matter, the Chairman of the Committee may determine the matter.

The Secretary will keep minutes of all meetings and proceedings of the Committee. Following preliminary approval of the minutes by the Committee chairman, the Secretary will circulate the minutes for review by all Committee members.

The Committee may invite any person to attend for all or a part of any of its meetings including, in particular, appropriate senior management, representatives of contractors with key safety or occupational health responsibilities and external advisers appointed by the Committee. A standing invitation to attend each meeting will be issued to each Director.

Access, support and independent advice

The Committee will have unlimited access to the External Adviser and to senior management and the records of Midway Limited. The Committee may meet privately with any of these parties.

The Committee may obtain external legal or other independent professional advice on any matter connected with the discharge of its responsibilities on the same basis as such advice is available to individual Directors.

Reports to Board

The chairman of the Committee will report to the Board after each meeting of the Committee. The Secretary will include in the papers for each Board meeting a copy of the minutes of meetings and proceedings of the Committee.

If required by the Board, the Committee will prepare a report to be included in the annual report.

Performance evaluation and development

The Committee will evaluate the performance of the Committee, and the governance processes that support the work of the Committee, at least annually.

The Committee may recommend to the Board any changes to this charter that the Committee considers would enhance the Committee's performance of its role.

The Committee may recommend to the Board that members of the Committee be provided with any training and further education the Committee considers necessary to enable the Committee to discharge its responsibilities.