

Work, Health, Safety and Sustainability Committee (WHSSC) Charter

Midway Limited

ACN 005 616 044

(the Company)

Adopted by the Board on 21 April 2016 (and amended by review on 25 March 2020)

Work, Health, Safety & Sustainability Committee Charter

Midway Limited (the Company)

1. Introduction

1.1. Purpose of Charter

This is the Charter of the Work Health Safety and Sustainability Committee (**Committee**) established by the board of the Company (**Charter**). The Charter will govern the operations of the Committee, if and when formally established by the board of the Company (**Board**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2. Purpose of Committee

Midway is committed to providing a safe place to work and protecting the environment in which Midway and its related companies (**Group**) operate. The Board regards good management of workplace health, safety and the environment as an absolute business imperative. The workplace health and safety of the Group's employees, contractors and visitors and the preservation of the environment in which the Group operates is a core value at Midway.

The Board is responsible for the oversight and effectiveness of the work health, safety & sustainability (**WHSS**) matters including key related risks and/or impacts arising out of the activities and operations of the Group.

The Committee will assist the Board and guide the implementation, operation and effectiveness of the Group's WHSS policies. The role of the Committee is to support and advise the Board in these respects. The Committee is accountable to the Board for its performance. The Committee considers specific WHSS matters at the Board's request or where the Committee itself feels that additional attention will be of benefit in the governance of WHSS risks and/or impacts.

The Committee may also be assigned to consider specific issues by other Board Committees. The Committee provides updates to the Board regarding relevant WHSS matters and considers any other WHSS matter as directed by the Board or requested by the Audit, Risk Management Committee (**ARMC**). In performing its governance role, the Committee seeks to monitor and support the activities of executive management to enhance the WHSS culture of the Group.

1.3. Interaction and Cooperation with the ARMC

It is acknowledged that WHSS matters will at times fall within the purview of both the Committee and the ARMC. The Committee will liaise with the ARMC, including ensuring that the ARMC is properly informed of the Committee's activities, to assist the Board in fulfilling its responsibilities for ensuring the Group has adopted and maintains appropriate corporate governance standards in all WHSS matters. The Chairperson of the Committee will meet with the Chairperson of the ARMC as required to consider and share key information and where appropriate, report information to the Board for consideration. In addition, the Chairperson of each of the Committee and the ARMC will use his or her best endeavours to attend all meetings of both committees.

2. Membership

2.1. Composition of committee

The Committee will:

- (a) comprise only of members of the Board and members will be appointed and removed by the Board;
- (b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;
- (c) consist of to the extent practicable given the size and composition of the Board from time to time:
 - (i) at least three members;
 - (ii) only non-executive directors;
 - (iii) where practicable a majority of independent¹ directors; and
 - (iv) an independent² Chairperson, who will be nominated by the Board from time to time, but who will not be the Chairperson of the Board.
- (d) The Committee shall comprise members with relevant WHSS skills, knowledge, experience and familiarity with the Group and the operating environment to fulfill the role effectively.
- (e) Members will be appointed for a fixed period of no more than 2 years, with Committee members generally being eligible for re-appointment.

A member may act by their alternate.

While the Company will aim to have a Committee of at least the size and composition outlined above, this may not always be practicable given the size of the Board and the circumstances of the Group. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.

2.2. Ceasing to be a member of the committee

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chairperson of the person's resignation as a member of the Committee;
- (b) the Committee Chairperson gives the person notice in writing that the person is to cease to be a member of the Committee; or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3. Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary, or such other person as nominated by the Board (Committee Secretary).

¹ Independent, as defined by the ASX Corporate Governance Council.

² See note 1

- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Chairperson of the Committee, must prepare an agenda to be circulated to each Committee member at least 5 full working days prior to each meeting of the Committee.

3. Meetings & authority of committee

3.1. Meetings

- (a) The Committee will meet often enough to undertake its role effectively, being at least two times each calendar year.
- (b) The quorum for any meeting will be 2 members.
- (c) Special meetings may be convened as required. The Chairperson will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditors or by the Chairperson of the Board.
- (d) Directors who are not members of the Committee will have a standing invitation to attend each Committee meeting, subject to exclusion as deemed appropriate by the Committee Chairman from time to time.
- (e) Representatives of management and external advisers will be invited to attend meetings, as the Committee deems necessary, whether on a permanent or ad hoc basis.
- (f) The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.
- (g) The Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the Corporations Act 2001 (Cth) (Act).
- (h) Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

3.2. Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) investigate any matter brought to its attention with full access to all books, records and facilities.
- (b) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties.
- (c) obtain external accounting, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties; and
- (d) ensure the attendance of Group officers at meetings as it thinks appropriate.

3.3. In Camera Discussions

- (a) If the Committee, during part of its proceedings, wishes to discuss a confidential issue, it may exclude any observers and other persons in attendance from the meeting during that discussion, including the Chief Executive Officer. There are usually no minutes recorded during confidential or 'in camera' discussion.

- (b) The Chair may direct any or all of the members of management to leave a meeting in order that discussions may take place in camera.

4. Duties and responsibilities

4.1. Functions

The Committee should undertake the following functions and, as appropriate, advise or make recommendations to the Board, and investigate matters as directed by the Board:

- **WHSS Systems:** Monitor the appropriateness and application of the Group's WHSS systems, controls, processes and procedures.
- **WHSS Objectives and Performance:** Review the Group's WHSS performance objectives and targets having regard to historical Company performance, risks and/or impacts and industry benchmarking and monitor WHSS performance against its targets.
- **WHSS Incident Reporting:** Review investigations into significant WHSS incidents, regulatory non-compliance reports and 'near miss' reports and the status of actions to prevent the recurrence of such incidents.
- **WHSS Auditing:** Monitor the external audit program and scope and review the results of external and internal audits for all operations and the effectiveness of systems relevant to the Committee's purpose and monitor the timely implementation of all recommendations.
- **WHSS Reporting:** Review WHSS reports with management and external advisers as appropriate and make recommendations for adoption by the Board.
- **WHSS Risk Management:** Review material WHSS risks including those specifically assigned to it by the ARMC, and review information relating to processes and resources allocated to identify, prioritise, monitor and control those risks. Report to the Board on the adequacy of WHSS risk management.
- **WHSS Regulatory Compliance:** Monitor compliance with legal and regulatory obligations in relation to WHSS and regularly assess current areas of greatest compliance risk. Review the findings of any examinations by regulatory agencies
- **WHSS Disclosure:** Ensure management establishes a comprehensive process with appropriate controls to capture and consistently report WHSS information that must be disclosed to ASX and other regulatory agencies.
- **WHSS Culture:** Monitor the WHSS culture of the organisation.
- **WHSS Policy:** Review the Group's WHSS policies.
- **WHSS Benchmarking:** Review benchmarking of WHSS practices and performance measures within the forest industry and other similar industries.
- **WHSS Stakeholder Engagement:** Review effectiveness of systems for management of internal and external stakeholder engagement and communications with respect to WHSS matters.
- **WHSS Code of Conduct:** Oversee the implementation of the Group's corporate code of conduct related to WHSS matters and assessing compliance with it.

- **Sustainability:** Review the effectiveness of the Group's policies and initiatives on community engagement and social responsibility and review the effectiveness of the Group's policies and initiatives designed to ensure environmental sustainability and the minimisation of the Company's impact on the environment.

4.2. Reporting to the Board

- 4.3. The Committee Chair will report the views of the Committee to the Board on the adequacy of WHSS management and performance and any issues that should be raised for consideration by the Board and will where appropriate make recommendations on WHSS matters.

4.4. Review of media releases, announcements and complaints

The Committee will, in conjunction with the ARMC, review and discuss media releases, ASX announcements and any other information provided to the market in relation to the Group's safety and sustainability performance results.

4.5. Sustainability and Environment

The Committee will have responsibility for assisting the Board in developing its strategic and operational approach to the environment and sustainability and to identify the significant social, ethical and environmental risks that might impact on the Group's business in light of the Group's objective to remain recognized as a leading responsible company in an industry which is under public scrutiny.

4.6. Committee performance

The Committee will perform an evaluation of its performance at least once a calendar year to determine whether it is functioning effectively by reference to current best practice.

The Board will evaluate the performance of the Committee as appropriate.

4.7. Approval and review of Charter

This Charter was adopted by the Board on 21 April 2016 and reviewed on 25 March 2020 and takes effect from the latter date and replaces any previous charter in this regard.

This Charter can only be amended with the approval of the full Board. The Committee must review and reassess this Charter at least once a calendar year and make recommendations for any amendments to the board.

The Charter shall be made available to employees and will be posted on the Company's website.