



Safety & Risk Management Charter

Regional Express Holdings Limited

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1. Objectives

The Safety & Risk Management Committee has been established by the Board of Regional Express Holdings Limited (**Company**) and applies to the Company and its subsidiaries (**Group**) to support and advise the Board in fulfilling its safety and risk management responsibilities to shareholders, employees and other stakeholders of the Company by:-

- (a) Assisting the Board in fulfilling its statutory safety and regulatory compliance responsibilities by taking reasonable steps to ensure that adequate systems and processes are in place so that all activities conducted under the Group's Air Operators' Certificates and Certificates of Approval are conducted with a reasonable degree of care and diligence; and
 - (b) Promoting and supporting a positive safety culture across the Group and the safety management processes as defined by the Group Safety Policy.
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2. Authority

The Safety & Risk Management Committee has authority with the consent and direction of the Executive Chairman to conduct activities and direct work within its scope of responsibilities. It is empowered to:-

- (a) Retain external resources to advise the Committee and assist management to develop safer operational and risk management outcomes for the Group; and
 - (b) Seek information it requires from Group entities including the individual Management Committees, Safety Management Groups, Managers, individual employees, contractors and stakeholders.
 - (c) Conduct investigations as directed by the Board
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3. Specific Responsibilities

In order to fulfil its responsibilities to the Board, the Committee may undertake the following activities:-

- (a) Group Safety Culture
 - Review and consider management's mechanisms for encouraging a healthy reporting and just culture where constructive criticism and safety observations are encouraged and acted upon in a positive way;

- Positively influence management to ensure the development of organizational beliefs, norms, attitudes, roles, social practices and technical practices that lead towards safer operational outcomes.

(b) Develop and revise as necessary the REX Group's Safety Policy and Framework:-

- Oversight the process of development and review of Safety Policy within the Group through regular quarterly reporting from management to the Board;
- Develop Group Safety policy objectives that are credible and develop solutions which target resources to deal with issues representing the greatest safety threats;
- Ensure safety policy revision addresses both active failures and latent organizational conditions, by seeking to identify and change policies, procedures and common practices embedded within the REX Group's normal functions so as to achieve better safety outcomes; and
- Encourage safety risk assessment policies to identify, verify, control, mitigate and remove operational hazards.

(c) Safety Assurance

- Oversight the process of Safety Management Systems development and improvement to ensure Board objectives are achieved for the Group;
- Monitor the effectiveness and performance of the Rex Group Safety Management System to ensure that it supports safety objectives;
- Ensure systems introduced by management improve safety decision making and accountability and provide tools, defences and safeguards to mitigate against foreseeable injury, damage and loss.

(d) Group Safety Promotional Activities

- Recommend and review Group Safety Promotional activity as applicable;
- Discuss with management the best methods for applying Group resources to best promote safety activities;

(e) Safety and Regulatory Compliance

- Obtain updates from management on significant safety and regulatory compliance matters;
- Oversight the effectiveness of the safety and quality systems within the REX Group in terms of satisfying outcomes based on regulatory audit compliance criteria;
- Monitor and review any significant regulatory initiatives which may impact on Group Safety Compliance and advise the Board as required;

- Review any significant management action plan relating to Safety or Compliance as required.

(f) Safety Risk Management

- Consider the overall safety risk management framework and review its effectiveness in meeting sound corporate governance principles. Keep the Board informed of all significant safety risks;
- Review with management the system for identifying, managing, and monitoring the key safety risks of the organization;
- Obtain reports from management as necessary on the status of any key risk exposures or incidents;
- Set Policies and Guidelines on the operational matters and issues that require a formal Risk Assessment.

4. Composition

(a) The committee will consist of not less than two directors and the General Manager Human Factors;

(b) At least two directors must have considerable experience and expertise in the aviation operating environment;

(c) The Board will nominate the Chairman of the Committee (**The Chairman**) and board committee members.

5. Procedural requirements

(a) The Committee will meet as required but not less than twice a year;

(b) A quorum of the Committee shall be two members or a Member and a nominated Director, although all members are expected to attend (whether by telephone or otherwise) and participate;

(c) If the Chairman is absent from a meeting and no acting Chairman has been appointed, the members present may choose one of them to act as Chairman for that meeting;

(d) Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution;

(e) Each member of the Committee shall have one vote; in the event of a tied decision, the Chairman shall have a casting vote;

(f) The committee may seek such advice from any external parties or professional advice as it may consider necessary or desirable to achieve its objectives;

(g) Following each meeting the Chairman will report to the Board on any matter that should be brought to the Board's attention, and on any recommendations of the Committee that requires Board approval or action;

(h) The Company Secretary will provide such assistance as may be required by the Chairman in relation to preparation of the agenda, minutes or papers for the Committee;

(i) As necessary or desirable the Chairman may invite such members of management or external parties or advisors to be present at meetings of the Committee.