



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 responsibilities to shareholders, employees and other stakeholders of the Company by:-

- (a) Assisting the Board in fulfilling its development, oversight and review responsibilities for the safety culture and safety management processes as defined by the separate safety policies published for each Air Operator Certificate holder within the Group;
 - (b) Implementing and supervising the Group's operational risk assessment framework.
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2. Authority

The Safety & Risk Management Committee has authority with the consent of the 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, review and develop Group safety policies that lead to safer operational and risk management outcomes for the Group;
 - (b) Seek any information it requires from Group entities (including the individual Management Committees, Safety Management Groups), Managers and individual employees, contractors and stakeholders; &
 - (c) Meet with any of the above as needed.
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3. Specific Responsibilities

In order to fulfil its responsibilities to the Board, the Committee will:-

- (a) Group Safety Culture
 - Review and consider management's mechanisms for encouraging a 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 leads toward safer operational outcomes.

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

- Over-sight 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 changes policies, procedures and common practices embedded within the REX Group's normal functions so as to achieve better safety outcomes; &
- Encourage safety risk assessment policies to identify, verify, control, mitigate and remove operational hazards.

(c) Safety and Quality Systems

- Oversight and consider the process of Operational Safety Management Systems development to ensure Board objectives are achieved for the Group;
- Oversight introduction of Risk assessment and Risk Management principles to all aspects of REX Group operations as a tool to mitigate against potential loss;
- 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

- Consider encourage and review Group Safety Promotional activity;
- Discuss with management the best methods for applying Group resources to best promote safety activities;
- Promote policies that implement positive changes to improve safety.

(e) CASA - Safety Regulatory Compliance

- Consider the management work-plan for Group Safety Compliance activities;
- Obtain regular updates from management on safety compliance matters;
- Review the effectiveness of the quality systems within REX Group in terms of satisfying outcomes based on regulatory audit compliance criteria;
- Review annually any new CASA developments and regulatory initiatives which may impact on the Group Quality and Safety process.

(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 on the status of any key risk exposures or incidents.
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4. Composition

- (a) The committee will consist of not less than two and not more than three directors;
- (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***) from time to time.
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5. Procedural requirements

- (a) The Committee will meet as required but not less than four times a year;
- (b) A quorum of the Committee shall be two members, 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;
- (f) The Chairman will not have a casting vote;
- (g) The committee may seek such advice from any external parties or professional advice as it may consider necessary or desirable to achieve its objectives;
- (h) 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 recommendation of the Committee that requires Board approval or action;
- (i) 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;

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