

RESTAURANT BRANDS NEW ZEALAND LIMITED AND ITS SUBSIDIARIES

BOARD HEALTH AND SAFETY CHARTER

1 VISION

- 1.1 The board of directors (the Board) of Restaurant Brands New Zealand Limited and its subsidiaries (RBD) recognises that effective management of health and safety is essential to how RBD operates its business.
- 1.2 Nothing is more important than safety. Safety is not just a buzz word or fad. It needs to be an integral part of the way in which we all conduct our business and daily actions every day.
- 1.3 The Board wants to provide an environment that enables all employees and contractors alike to participate and work together in developing, promoting and improving health and safety at work, with an ongoing focus on staying safe.
- 1.4 The Board considers that a healthy and safe workplace is an achievable goal, and will work towards it by making health and safety a fundamental element of RBD's organisational, managerial and investment strategies.

2 THE BOARD'S LEADERSHIP AND THE CHARTER'S PURPOSE

- 2.1 The Board has a governance role requiring proactive oversight on all matters relating to health and safety. Each member recognises that it is the Board's role to provide leadership by driving culture and policy, including setting the direction for health and safety management and performance of RBD. Each member is committed to exercising due diligence in doing so, and in complying with relevant health and safety laws.
- 2.2 This Charter sets out structures and processes that can be used to provide that leadership. In particular, this Charter sets out a structure to assist the Board in overseeing the:
 - (a) planning;
 - (b) delivery;
 - (c) monitoring; and
 - (d) reviewing of health and safety matters at RBD
- 2.3 While the Vision represents the Board's goals and commitment to health and safety, this Charter sets out how the Board may go about achieving it.

3 PLANNING – POLICY, LEADERSHIP AND STRATEGY

- 3.1 The Board is committed to:
 - (a) in conjunction with management, developing, approving and publishing to all RBD employees and contractors a health and safety policy:
 - (i) requiring the reporting of all health and safety incidents, near misses, or other health and safety issues;
 - (ii) stressing the importance of:
 - (A) hazard identification and risk management;

- (B) worker training and induction;
- (iii) providing an overview of expectations in such matters as:
 - (A) contractor management;
 - (B) emergency procedures and injury management;
 - (C) audit and review of RBD's health and safety policy;
 - (D) providing a mechanism for all workers to have opportunities to participate in decision-making, implementation and monitoring of factors which relate to their health and safety;
- (b) in conjunction with management setting practical targets that will enable the Board to track RBD's health and safety performance;
- (c) holding management to account for implementing the policy:
 - (i) including safety leadership in any evaluation of the Board, and in the performance management system for senior executives;
 - (ii) ensuring that senior executives responsible for health and safety have adequate exposure to the Board and report directly to the Board;
 - (iii) providing the senior executives with a role description that includes health and safety responsibilities and accountabilities; and
 - (iv) applying a performance review process to the management roles.

4 DELIVERY

- 4.1 In order to assist with the above commitment to health and safety, the Board will establish a Health and Safety Sub-committee with its own Terms of Reference describing how it supports the Board in fulfilling its roles under the Charter and under relevant health and safety laws.
- 4.2 Terms of Reference for the Health and Safety Sub-committee are at Appendix A to this Charter.

5 MONITORING AND REVIEWS

- 5.1 Management will regularly provide the Board a report on RBD's health and safety performance. The report shall include (without limitation):
 - (a) a summary of all incidents, near misses, risks and hazards identified;
 - (b) any incident investigation findings; and
 - (c) reports on health and safety management generally.
- 5.2 In addition, the Board will require an independent review of the status of health and safety management within RBD every two years.

6 BOARD REVIEWS

- 6.1 In addition to the above reviews, the Board will review its responsibilities set out in this Charter every two years to ensure it adequately sets out the Board's governance role in health and safety. The Board will also review its own performance over the same period in respect of compliance with this Charter.
- 6.2 This Charter has been approved by the Board.

Terms of Reference

Board Health and Safety Committee

Constitution

The Board Health and Safety Committee (Committee) shall be a committee of the board established by the board of directors (the Board) of Restaurant Brands New Zealand Limited and its subsidiaries (RBD).

Objective

The role of the Committee is to assist the Board to provide leadership and policy in discharging its health and safety management governance duties, consistent with RBD's Vision and Charter, and with the relevant health and safety laws.

In particular, the Committee will assist the Board in exercising due diligence to:

- (a) ensure there is an active commitment and consistent behaviour that is aligned with RBD's Vision;
- (b) ensure leadership is "informed leadership" by:
 - (i) acquiring and maintaining up-to-date knowledge of health and safety matters; understanding RBD's business operations and associated hazards and health and safety risks;
- (c) ensure that RBD has and uses resources to eliminate and/or minimise health and safety risks;
- (d) ensure that RBD has appropriate processes for receiving, considering and responding to incidents, hazards and risks;
- (e) ensure that RBD complies with its duties under the relevant health and safety laws; and
- (f) verify that health and safety processes and systems are in place and being used.

Secretarial and Meetings

The chairperson of the Committee shall be appointed by the Board.

The quorum of the Committee shall be [two].

The Committee may have in attendance such members of management, including the Group Chief Executive Officer (CEO), and such other persons as it considers necessary to provide appropriate information and explanations.

All directors shall be entitled to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, all other members of the Board and the Group CEO.

Meetings shall not be held fewer than two times a year. Further meetings will be arranged on an as-needed basis.

Minutes of all meetings shall be kept.

After each meeting the chair will report the Committee's recommendations, key issues and findings to the Board.

Responsibilities

The responsibilities of the Committee will be those assigned to it from time to time by the Board and shall include but not limited to:

- (a) Reviewing, monitoring and recommending to the Board, RBD's health and safety risk management framework and policies;
- (b) Reviewing and recommending to the Board for approval strategies for achieving health and safety objectives;
- (c) Reviewing and recommending to the Board for approval targets for health and safety performance and assessing performance against those targets;
- (d) Monitoring RBD's compliance with its health and safety policies and the relevant health and safety laws;
- (e) Ensuring that the systems used to identify and manage RBD's health and safety 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 and safety risks;
- (f) Seeking assurance that RBD is effectively structured to manage health and safety related risks, including having competent workers, adequate communication procedures and proper documentation;
- (g) Reviewing and recommending to the Board regarding the appropriateness of resources available for operating the health and safety management systems and programmes;
- (h) Reviewing and monitoring all health and safety related incidents / issues and the actions taken by the Board to prevent recurrence.

Authority

The Committee has complete access to RBD's senior executive team through the chairman, Group CEO or company secretary at any time.

The Committee has the authority of the Board to obtain any information and to investigate any matters within these terms of reference.

The Committee is authorised by the Board to obtain independent legal or other professional advice and research and generally to engage such advisors and involve such consultants (at the expense of the organisation) as the Committee considers necessary to carry out its responsibilities.

The Committee does not have the authority to make a decision in the Board's name or on its behalf unless specifically authorised to do so by these terms of reference or as directed by the Board. The Committee will make recommendations to the Board on all matters requiring a decision.

Review

The Committee shall ensure that processes are in place to develop, implement, audit, regularly review and update the health and safety management framework to be consistent with accepted standards.

The Committee shall formally review the health and safety performance of the organisation including review of audits (internal and external), system reviews, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data. The Group CEO will be responsible for producing sufficient information for this review to occur, with input from the rest of the executives/senior management team.

The Committee shall receive and consider independent reviews and/or audits of health and safety within the organisation.

Review of the Committee

The Committee shall undertake an biennial self-review of its objectives and responsibilities and on these terms of reference and report back to the Board. The Committee may at any time initiate a review of the Committee and make appropriate recommendations for its alterations to the Board.