

RESTAURANT BRANDS NEW ZEALAND LIMITED

HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

Constitution

The Board Health, Safety and Sustainability Committee (**Committee**) is a committee of the Board.

Objectives

The role of the Committee is to assist the Board to fulfil its responsibilities and due diligence obligations in relation to health, safety and wellbeing matters within Restaurant Brands New Zealand Limited and its subsidiaries (the **RBD Group**) by providing specific governance and leadership focus on health, safety and wellbeing:

- risks arising from the RBD Group's physical business operations;
- policy and procedures; and
- risk mitigation programmes and practices.

In addition, the Committee will assist the Board in fulfilling the RBD Group's Environmental, Social and Governance (**ESG**) responsibilities and objectives by providing leadership and oversight for ESG policies and disclosure matters across the RBD Group's business.

Secretarial and Meetings

The Committee will meet at least twice annually, and more frequently if it deems necessary.

The membership of the Committee shall comprise at least three members, all of whom are directors.

Members of the Committee will be selected by the Board and shall hold office for such term as specified by the Board. The chairperson of the Committee shall be elected by the members of the Committee.

The quorum of the Committee shall be two.

The Committee may have in attendance such members of management, including the Group Chief Executive Officer (**Group 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.

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.

Health, Safety and Wellbeing Responsibilities

The health, safety and wellbeing 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) ensuring that the RBD Group has appropriate processes for detecting, reporting, investigating, evaluating and responding to health, safety and wellbeing incidents, hazards and risks;
- b) reviewing, monitoring and recommending to the Board, the RBD Group's health, safety and wellbeing risk management framework and policies;

- c) reviewing and recommending to the Board for approval targets for health, safety and wellbeing performance and assessing performance against those targets;
- d) monitoring the RBD Group's compliance with its health, safety and wellbeing policies and the relevant health and safety laws;
- e) ensuring and verifying that the processes and systems used to identify and manage the RBD Group's health, safety and wellbeing risks;
- f) ensuring and verifying that the processes are fit-for-purpose, being effectively implemented, regularly reviewed and continuously improved;
- g) ensuring that the RBD Group is effectively structured and resourced to manage, eliminate and/or minimise health, safety and wellbeing related risks, including having competent workers, adequate communication procedures and proper risk identification and management processes;
- h) regularly reviewing and monitoring serious health, safety and wellbeing related incidents/issues and the actions taken by the business to prevent recurrence;
- i) ensuring that processes are in place to develop, implement, audit, regularly review and update the health, safety and wellbeing management framework to be consistent with accepted standards;
- j) regularly reviewing the health, safety and wellbeing performance of the organisation and shall receive and consider any independent reviews and/or audits of health, safety and wellbeing within the organisation;
- k) monitoring and supporting health, safety and wellbeing practices of the business including ensuring that the RBD Group's management, employees and contractors' exhibit consistent and positive behaviour and embed a culture that is aligned with the RBD Group's expectations;

ESG Responsibilities

The ESG 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) ensuring that the RBD Group has appropriate processes for reporting on and evaluating ESG matters/initiatives;
- b) developing and recommending to the Board for approval any policies that relate to the RBD Group's ESG objectives and obligations;
- c) reviewing and recommending to the Board for approval targets for the RBD Group's ESG performance;
- d) considering reports on, and regularly reviewing, the ESG performance of the organisation; and
- e) assisting the Board and Audit & Risk Committee with the collection, collation and presentation of the RBD Group's climate-related disclosures and any additional external ESG-related reports.

Authority

The Committee has complete access to the RBD Group's senior executive team through the chair, 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 may, at its discretion, address other areas from time to time and the Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

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 of the Committee

The Committee will undertake a biennial performance evaluation of itself that:

- a) compares the performance of the Committee with the requirements of this Charter; and
- b) recommends changes or improvements to this Charter if necessary or appropriate.

The Committee may at any time initiate a review of the Committee and/or this Charter and make appropriate recommendations for its alterations to the Board.