



Health, Safety and Environment Committee Charter

Approved by the Board of Directors: 26 July 2011

1 Purpose

The function of the Health Safety and Environment (**HSE**) Committee is the provision of a robust HSE Management System that reflects best practice in an energy utilities environment. The Committee will do this by:

- Monitoring and reviewing commitment and leadership to the health and safety of its people.
- Reviewing APA Group's environmental priorities and commitments, including management systems and strategy plans.
- Integration of these priorities within APA Group's framework of operating effectively and long term values.

2 Membership

- The Committee is comprised of non-executive directors, with at least three members, and a majority of whom are independent directors. Independence is determined according to the Independence of Directors Policy.
- The Committee Chairman is nominated by the Board and is an independent director.

3 Authority

- The Committee is a committee of the Board and will have no authority independent of the functions delegated to it by the Board.
- The Committee is authorised by the Board to investigate any activity it deems appropriate consistent with its responsibilities and duties.
- To the extent the Committee deems necessary, it may, at APA Group's expense, retain legal, accounting or other advisors.
- The Committee is authorised to seek any relevant information it requires from employees of APA Group in order to perform its duties.

4 Responsibilities

The Committee is responsible for:

Health & Safety Management Systems and Priorities

- Reviewing and monitoring the effectiveness of APA Group's HSE Management System against the 15 Management Standards, including the adequacy of the processes for managing HSE risk.
- Monitoring HSE performance, including lead and lag indicators with a view to providing a desirable outcome for investors, customers, employees and the community.
- Ensure compliance with relevant HSE legislation and its HSE policy.
- Reviewing extreme and very high HSE risks and issues and action plans put in place to mitigate those risks and prevent incidents.
- Reviewing APA Group's health and safety initiatives and programs and their effectiveness.
- Considering reports submitted by management on health and safety performance and issues.

Environment

- Reviewing environmental principles and policies. Reviewing environmental and greenhouse gas footprint and tracking performance indicator trends.
- Reviewing priority goals and targets and monitoring implementation.
- Considering reports submitted by management on environmental performance and issues.

5 Meetings

- The Committee meets as least twice per year, with additional meetings scheduled if required.
- The secretary of the Committee will be the Company Secretary or his or her designated representative.
- The Company Secretary will be responsible for scheduling meetings, co coordinating the preparation of the agenda, minutes and other supporting documents for the meeting.
- The agenda and supporting documentation will be circulated to the Committee members within a reasonable period in advance of each meeting. The secretary of the Committee will circulate minutes of meetings to members of the Committee.
- A quorum will consist of not less than two members.
- A duly convened meeting of the Committee at which a quorum is present shall exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- The minutes of each Committee meeting will be distributed to directors with the papers for the next Board meeting.

6 Reporting

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.
- The Committee will prepare any reports required by law or listing rules or requested by the Board.

7 Review

- This charter should be reviewed and updated annually and changes required should be recommended to the Board for approval.
- The Committee should annually review its own performance.