POWERLINK QUEENSLAND

Major Projects Committee

TERMS OF REFERENCE

July 2026

1. OBJECTIVES

The Major Projects Committee (the "Committee") is a committee of the Board of Directors established to assist the Powerlink Queensland Board in fulfilling its governance and oversight responsibilities by reviewing and reporting to the Board on Major Projects.

Major Projects are broadly defined as a portfolio of projects or interdependent programs of work exceeding $250 million with significant government, community and stakeholder engagement. Major Projects also includes any project directed by the Government or Powerlink Board to be defined as a Major Project.

The Committee fulfils this role by reviewing and reporting to the Board in relation to delivery of the program of transmission infrastructure Major Projects associated with the transition of the power system and achievement of Queensland Government energy policies. In pursuit of this broad objective the Committee will provide oversight of:

(a) Powerlink's enterprise capacity and capability to successfully deliver Major Projects;

(b) the effectiveness of the identification and delivery of benefits to underpin the Major Projects investment program and specifically;

- the effectiveness of the regime to ensure that the expected level of Major Project capital costs are included in Powerlink's Regulated Asset Base (RAB), where this is a key source of project revenue benefits;

(c) delivery through an effective Major Projects project management methodology; and

(d) material investment risks/opportunities and project progress/impediments in planning and delivery of these Major Projects.

2. DUTIES

In responding to the objectives outlined above, the Committee has the following specific duties:

(a) review and evaluate Powerlink's enterprise capacity and capability to successfully deliver Major Projects, including investment planning and governance, social and community engagement performance, supply chain management, workforce management and contracting;

(b) review and evaluate the effective delivery of the program of Major Projects including portfolio planning and management, benefits management, program level risk management, value management and innovation, and delivery/procurement strategies;

(c) review and endorse individual Major Project capital investment recommendations for consideration by the Powerlink Board, supported by a range of information including:

i. project scope and key project governing principles and key assumptions,

ii. proposed revenue sources and funding arrangements,

iii. proposed conditions associated with any material planning and works approvals (e.g. EPBC),

iv. proposed regulatory arrangements / changes required to support the project,

v. proposed risk positions and risk allocation between contractors, suppliers, government, and Powerlink,

vi. proposed contractual and commercial arrangements,

vii. proposed capital and operating costs and cash flow timing,

viii. proposed project execution plans, project resourcing plans and project schedules,

ix. proposed project controls and assurance arrangements,

x. proposed implications / impacts for stakeholders, and

xi. proposed Stakeholder engagement plans including landowner and community engagement, First Nations engagement, Native Title and Cultural Heritage Management Plans.

(d) receive regular reporting on activities undertaken to enhance enterprise capacity and capability associated with delivering Major Projects;

(e) receive regular reporting on the investment outlook for the Major Projects program, including the portfolio plan, resourcing requirements, program risks, innovation activities and delivery/procurement strategies;

(f) receive regular reporting on the status of active Major Projects enabling ongoing monitoring of key risks and performance indicators, including but not limited to:

i. Health, safety and environment including relevant climate and emissions reductions initiatives;

ii. Schedule;

iii. Cost;

iv. Design;

v. Quality assurance;

vi. Contractual and commercial management of the Principal Contractor;

vii. Stakeholder, landowner and First Nations engagement;

viii. Revenue evolution;

ix. Responses to unexpected risk events and performance issues;

x. Scope changes to original business case;

xi. Value management analysis for cost overruns where applicable;

xii. a Board tracking register / schedule on active projects and milestone achievements.

Where appropriate, the Committee will refer matters to the Chief Executive for further investigation.

(g) review and consider outputs from 2nd and 3rd line assurance activities conducted on Major Projects, including the effectiveness of management response and actions; and

(h) review and, where necessary, make recommendations to the Audit, Risk and Compliance Committee and/or Board, on the adequacy and effectiveness of the application of risk appetite, risk management and assurance frameworks to Major Projects; and

(i) refer, where appropriate, matters related to people, health, safety and environment systems and processes to the People, Safety and Environment Committee and broader audit and risk related matters relevant to Powerlink to the Audit, Risk and Compliance Committee.

The Committee may also investigate and report to the Board on any matter specifically referred to the Committee by the Board.

3. RESPONSIBILITIES

The Committee will:

(a) have documented good governance practices within which Major Projects are to operate, ensuring information provided is fit for purpose and projects are operating within the Board's risk appetite.

(b) consider and report to the Board on the Chief Executive's evaluation of management's performance and implementation of enterprise, program, and project deliverables; ensuring appropriate supporting processes and procedures are aligned and maintained within Powerlink's broader financial and operational requirements.

(c) provide guidance to the Chief Executive for Major Projects within an appropriate risk management framework of prudent and effective controls which enable program and project risks to be managed effectively within the Board's risk appetite.

(d) foster an environment of value management and innovation in the establishment, development, and implementation of Major Projects;

(e) foster a culture that prioritises safety in line with Powerlink's broader people management practices, with a particular focus on proactive issues management and escalation, providing support where required.

4. DELEGATIONS AND AUTHORITY

To achieve its objectives in relation to Major Projects generally and specific individual Major Projects, the Committee will:

(a) receive, or request, reports from the Chief Executive, internal auditors, external auditors, or others as required; and

(b) report to the Board on its work, express its opinion, as appropriate, on the compliance with the responsibilities covered by this Terms of Reference, and make recommendations to the Board, as necessary.

In this regard, the Committee:

(a) has the delegated authority from the Board to seek and obtain information it requires from the Chief Executive and any employee of the Corporation;

(b) shall have unrestricted access to internal and external auditors; and

(c) is authorised to take such independent professional advice as it considers necessary.

The Committee is empowered to examine any matter in relation to its objectives as required or as requested by the Board.

5. MEMBERSHIP AND MEETINGS

5.1. Appointment

The Committee will comprise at least three Board members. A quorum will be a minimum of half the number of Committee members, rounded up, for meeting and decision-making purposes.

The Board of Directors will appoint and remove members of the Major Projects Committee and elect the Chair of the Committee.

At least every two years, the Committee will review its membership, and having considered the length of service of the members, the development of Director skills and any other relevant considerations, recommend to the Board the preferred ongoing membership of the Committee.

5.2. Secretariat

The Powerlink Company Secretary (or delegate) shall be the Committee Secretary, responsible for circulating the agenda and supporting documents to Committee members prior to each meeting.

The Company Secretary will also be responsible for recording and keeping the minutes of meetings of the Committee, and circulating them to Committee members, with those minutes to be tabled and confirmed at the next Committee meeting.

5.3. Attendance

The Chief Executive (or nominee), the Chief Financial Officer and relevant Executive General Manager will have standing invitations to attend all Committee meetings. Others may be requested to attend Committee meetings to discuss or report on particular agenda items.

The Committee may determine from time to time, that it is appropriate to conduct meetings privately. The Committee may decide to exclude some or all non-committee members from any meeting or part of a meeting.

The Committee may meet with the internal auditor and the external auditor without the Chief Executive or management being present.

Frequency

The Committee will meet at least four times each year and may meet more frequently as necessary.

In addition, the Chair is required to call a meeting of the Committee if requested to do so by any Committee member, the Chief Executive, the Chief Financial Officer, the Company Secretary or the internal auditor or the external auditor.

6. REPORTING AND SELF ASSESSMENT

The Committee Chair will:

- provide an update to the Board following each meeting and make available the minutes of all Committee meetings to Board members; and
- direct appropriate reporting of Major Projects risk and assurance activities as part of the enterprise risk reporting to the Audit, Risk and Compliance Committee.

A review of the Committee's schedule of activities will occur annually and be reported on at each meeting.

The Committee will conduct a review of the Committee's Terms of Reference at least every two years.

The Committee's performance will be reviewed as part of the regular Board performance review.