

**TERMS OF REFERENCE
SAFETY, ENVIRONMENT & CULTURE COMMITTEE (“THE COMMITTEE”)**

1. PURPOSE

The Safety, Environment & Culture (SEC) Committee assists the Board in fulfilling its oversight responsibilities in respect of reviewing the strategies, policies, initiatives, risks, targets and performance of the Company and, where appropriate, of its suppliers and contractors in relation safety, health and wellbeing and the environment.

The Committee will also support the Board in providing oversight of culture, employee engagement and corporate social responsibility including respect for human rights.

In discharging its responsibilities, the Committee shall consider the Company’s:

- strategy, purpose and values
- corporate governance requirements
- attitude and appetite for risk
- commitment to make a positive contribution to the communities which we serve.

2. MEMBERSHIP

The Board shall appoint the members of the Committee on the recommendation of the Chairman of the Board. The Committee shall consist of not less than three members. A quorum shall be two members.

3. SECRETARY

The Secretary of the Company shall be the Secretary of the Committee. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

4. FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held not less than four times a year unless otherwise agreed by the Committee.
- 4.2 A special meeting of the Committee can be convened at short notice at the request of the Chairman of the Committee.
- 4.3 The meeting agenda shall be forwarded to each member of the Committee and any other person required to attend no later than one week prior to the date of the meeting. Supporting papers (and presentations if required) shall be sent to Committee members at the same time as the agenda.

5. AUTHORITY

- 5.1 The Committee’s authorities are as set out in these Terms of Reference in addition to such other authority as is from time to time delegated to it by the Board.
- 5.2 The Committee is authorised by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to perform its duties

5.3 The Committee can obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference.

6. DUTIES

The Committees duties shall encompass the impact of the company's operations on: -

- occupational, public and process safety;
- the health and wellbeing of employees, contractors, communities and other stakeholders; and
- the environment.

Specifically, the Committee shall have the following responsibilities: -

6.1 Safety, Health & Environment (SHE)

- 6.1.1 Review and challenge strategies relating to safety, health, the environment.
- 6.1.2 Review the annual Group Safety Statement;
- 6.1.3 Review and approve Group Policy on Health & Safety, and the Group Environment and Sustainability Policy;
- 6.1.4 Provide oversight of the compliance monitoring framework to ensure adherence to safety, health and environment policies.
- 6.1.5 Receive a report on significant forthcoming legislation and other requirements (e.g. licencing) relating to safety, health and environment matters likely to affect the Group.
- 6.1.6 Receive reports on and consider on a quarterly basis, the health, safety and environmental performance of the Group, including key performance leading and lagging indicators, and report to the Board on any significant trends or developments.
- 6.1.7 Review management's implementation of Group Internal Audit recommendations to improve performance in areas under the responsibility of the Committee.
- 6.1.8 Receive reports on and report to the Board on any current, pending or threatened significant legal actions including prosecutions with respect to safety, health and the environment.
- 6.1.9 Satisfy itself that appropriate and robust processes are in place to carry out safety and environment investigations, and that the persons carrying out those investigations are competent to do so.
- 6.1.10 Review external reporting (both mandatory and voluntary) on safety, health and the environment and corporate social responsibility including the annual Sustainability Report.
- 6.1.11 Review and challenge management's performance in relation to the company's internal sustainability targets and corporate social responsibility commitments.
- 6.1.12 Support the Board in carrying out its responsibilities by ensuring that a robust and effective process in place to identify, assess, report and control risks in relation to health, safety and environment issues.
- 6.1.13 Seek assurance from management that the level of resource and competence applied to the management of safety, health and environmental issues is appropriate to ensure that a culture of continuous improvement is embedded across the Group.

6.2 Culture & Diversity

- 6.2.1 Support the Board in assessing alignment of culture with strategy.
- 6.2.2 Consider and challenge measures being implemented to ensure that an appropriate culture, underpinned by the company's values, prevails across the Group. A particular focus for the Committee is to monitor the embedding of a positive health and safety culture.
- 6.2.3 Review the Culture Dashboard Report (as defined from time to time) and consider the sufficiency of management's response to trends indicated by key performance indicators.
- 6.2.4 Review the results/feedback from staff surveys and make recommendations to the Board as appropriate.
- 6.2.5 Review diversity & inclusion strategies, policies and programmes and external reporting where relevant. Monitor progress against key performance criteria set by the business.
- 6.2.6 Review corporate social responsibility (CSR) strategy, policies and initiatives and monitor the effectiveness and implementation of corporate social responsibility programmes.
- 6.2.7 Support the Board in ensuring that workforce policies and practices are consistent with the Company's values and drive commitment to principles of CSR and that appropriate and reasonable steps are taken to require the adoption of similar policies and practices by suppliers and contractors.

7. CHAIRMAN OF THE COMMITTEE

The Chairman of the Committee shall, after the Chairman of the Board and Chief Executive, be notified of:

- any fatalities/serious injuries occurring in connection with or as a result of the company's operations;
- any serious environmental incidents occurring in connection with or as a result of the company's operations.

The Chairman will be kept informed by the Chief Executive (or the relevant Executive Director) of any investigation/steps being undertaken.

8. OTHER

The Committee shall:

- 8.1 be provided with appropriate and timely training both in the form of an induction programme for new members and on an ongoing basis for all members;
- 8.2 make periodic visits to work locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to Safety, Environment and Social Responsibility;
- 8.3 at least once a year, in the absence of management, review its own performance;
- 8.4 review its Terms of Reference annually and recommend any changes it considers necessary to the Board for approval; and

8.5 deal with any matters which the Board may refer to the Committee.

9. REPORTING

9.1 The Chairman of the Committee shall report to the Board on meetings of the Committee.

9.2 The Company Secretary shall prepare a Committee Work Plan annually reflecting the Committees priorities for the year ahead and to ensure that the Committee has adequate coverage of its oversight responsibilities as set out in this Terms of Reference.

9.3 The Chairman of the Committee will propose a set of Key Performance Indicators (KPIs) to support the Committee with evaluation of its performance; The Committee Chairman should meet regularly with the Chairman of the Audit and Risk Committee to advise on people, safety and environmental risks it has considered and to receive updates on any disclosures or investigations relating to safety, health or the environment.

9.4 The Committee shall periodically review ongoing reporting provided to the Committee to ensure continued relevance and to confirm reporting frequency and detail are appropriate and support the Committee with its oversight responsibilities.