

**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 the environment.

The Committee will also support the Board in providing oversight on culture, corporate social responsibility, employee engagement and wellbeing and diversity/inclusion in the Company.

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 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 Committees authorities are set out in these Terms of Reference and 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, communities and other stakeholders
- the environment

6.1 Safety, Health & Environment (SHE)

- 6.1.1 Review and challenge strategies relating to safety, health, the environment.
- 6.1.2 Review the Group Safety Statement annually.
- 6.1.3 Review arrangements in place to develop safety, health and environment policies which align with the Group's obligations and commitments and reflect best practice.
- 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 Review, at least annually, the Health, Safety, Environment and Social Responsibility performance of the Group, including key performance indicators, and report to the Board on any significant trends or developments.
- 6.1.7 Review management's implementation of internal audit recommendations to improve performance in areas under the responsibility of the Committee.
- 6.1.8 Monitor 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 Review external reporting on Safety, Environment including the annual Sustainability Report.
- 6.1.9 Review and challenge managements performance in relation to the company's own sustainability targets and corporate social responsibility commitments.

- 6.1.10 Support the Board in carrying out their responsibilities for ensuring that a robust and effective process in place to identify, assess, report and control risks in relation to health, safety and environment issues.
- 6.1.11 Seek assurance from management that the level of resource and competence applied to the management of SHE 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, prevail across the Group.
- 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 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 and approaches 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 awareness of CSR.

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 and Terms of Reference and recommend any changes it considers necessary to the Board for approval; and
- 8.4 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 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.
- 9.3 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.