

## **SAFETY AND SUSTAINABILITY COMMITTEE**

### **1. Membership**

- 1.1 The Committee shall comprise some or all of the Non-Executive Directors as determined by the Board from time to time and as set out in the Board Committee Membership Schedule and the Group Chief Executive.
- 1.2 The Committee shall be chaired by a Non-Executive Director, as determined by the Board.
- 1.4 Other Board members and employees may attend if invited by the Chairman of the Committee.

### **2. Secretary**

The Secretary of the Company (or his nominee) will be the Secretary of the Committee.

### **3. Quorum**

The quorum necessary for the transaction of business shall be two members of the Committee, at least one being a Non-Executive Director.

### **4. Frequency of Meetings**

Meetings shall be held not less than three times each year, and at such other times as the Chairman of the Committee shall deem necessary. If possible, meetings shall be held in conjunction with meetings of the Board of the Company.

### **5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be provided to each member of the Committee no fewer than three working days (if practicable) prior to the date of the meeting. Supporting papers shall be sent to members of the Committee and to other attendees as appropriate, at the same time.

### **6. Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2 The Secretary shall ascertain at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Chairman shall ensure that, in the event of any conflicts of interest being noted, appropriate control measures are taken in the way such conflicts are managed at that meeting.

6.3 Minutes of Committee meetings shall be circulated to the Committee and to all members of the Board unless a conflict of interest exists.

## 7. **Annual General Meeting**

The Chairman of the Committee shall attend the Annual General Meeting of the Company and shall respond to any shareholder questions on the Committee's activities and responsibilities.

## 8. **Duties**

The Committee's duties are to review the strategies, policies and performance of the Group in relation to health, safety and the environment, and to drive improvement in these areas as appropriate. Specifically, the Committee will, on behalf of the Board:

### 8.1 **Health & Safety**

8.1.1 Receive and review regular business reports across the Group on performance and key issues in relation to safety;

8.1.2 Receive a detailed assessment of any fatalities in the Group and be kept informed of the circumstances and root causes of the incident, together with any actions being taken as a result.

8.1.3 Review key issues relating to "high potential incidents", and any other leading indicators and any actions being taken as a result.

8.1.4 Review the Group's strategies, policies and procedure in relation to safety.

8.1.5 Review and approve any targets or key performance indicators in relation to safety, and monitor performance against such targets.

8.1.6 Monitor the resources applied by the Group in relation to safety, and where appropriate instruct and receive reports from independent advisers.

8.1.7 Review the main risks faced by the Group in relation to safety.

8.1.8 Receive reports as appropriate on forthcoming legislation and other relations, the programmes and initiatives of competitors and of leading companies in other sectors, in relation to health & safety.

8.1.9 In relation to health, to review the Group's policies and performance in relation to occupational health.

### 8.2 **Environment**

8.2.1 Assess the impact of the Group's operations on the environment, and the strategies and policies of the Group.

8.2.2 Review the environmental performance of the Group, including but not limited to in relation to carbon emissions and waste management.

8.3 **General**

8.3.1 The Chairman of the Committee shall be informed immediately of any fatalities in the Group, and of the process for investigating the incident.

8.3.2 The Committee will receive the monthly health & safety reports generated by the Group, and may call upon business leaders and their staff to attend meetings to discuss specific issues or incidents as appropriate.

8.3.3 Members of the Committee will, where practicable, attend not less than two site visits a year for the purpose of deepening members understanding of safety issues, and demonstrating leadership in relation to health, safety and environmental issues.

9. **Reporting Procedures**

9.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee may delegate any aspect of its powers and authority to any employee of the Group as it thinks fit, and will at least once each year review its own performance, constitution and its terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board.

10 **Authority**

10.1 The Committee is authorised by the Board:

10.1.1 to seek any information it requires from any employee of the Company in order to perform its duties;

10.1.2 obtain external professional services, funded by the Company, on any matters it considers appropriate to its terms of reference and such advisors may attend meetings as necessary.