

Safety, Environment and Social Responsibility Committee

Terms of Reference

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination & Corporate Governance Committee. The Committee shall be made up of at least three members, the majority of whom shall be independent non-executive Directors.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate as necessary.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided that the majority of the Committee members remain independent.
- 1.4. The Chairman of the Board shall be the Committee Chairman.

2. Secretary

- 2.1. The Company Secretary or his/her nominee shall act as Secretary to the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- 4.1. The Committee shall meet at least three times per year at appropriate times in the year.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 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 forwarded to each member of the Committee and any other person required to attend no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members 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 meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of the Board.

7. Duties

The Committee shall:

- 7.1. Ensure, through management, that the Group's global health and safety policies and procedures are in line with best practice, and that performance is consistent with the commitments outlined in the Code of Business Conduct.
- 7.2. Review and approve goals and guidelines for environmental compliance, ensuring that environmental policies align with the Group's commitments and exceed applicable legal requirements.
- 7.3. Review and approve the Group's metrics for target setting and tracking performance in the areas of health, safety, environment and community support.
- 7.4. Support and provide guidance to management in developing and updating policies and procedures relating to employee health & safety, environment and social responsibility.
- 7.5. Monitor management's strategies and action plans relating to health and safety, the environment and social responsibility.
- 7.6. Keep under review developments in health and safety, the environment and social responsibility that may impact on the Group, with the aim of ensuring that the Group's policies and procedures continue to be in line with best practice.
- 7.7. Review, at least annually, the Safety, Environment and Social Responsibility performance of the Group's and report to the Board on any significant trends or developments.
- 7.8. Ensure that appropriate audits of safety and environment performance are established and implemented across the Group, and review the results of such audits.
- 7.9. Review management's implementation of recommendations to improve performance in areas under the responsibility of the Committee.
- 7.10. Monitor any current, pending or threatened legal actions with respect to safety, environment and social responsibility.
- 7.11. As agreed with management, make periodic visits to locations worldwide 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.
- 7.12. Review and approve any reports on Safety, Environment and Social Responsibility in all public documents including the annual Sustainability Report;

7.13. At least annually, review and evaluate the adequacy of the Terms of Reference and report its recommendation for any change to the Board;

7.14. At least annually, review and evaluate the Committee's performance;

8. Authority

8.1. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

8.2. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

Approved by Board: December 2017