Harbour Energy plc

Health, Safety, Environment and Security Committee

Terms of Reference

1.0 CONSTITUTION

1.1 The Health, Safety, Environment and Security ('HSES') Committee (the 'Committee') is established as a committee of the Board of Directors. The role and responsibilities of the Committee shall be as detailed in these terms of reference and shall not be amended except with the approval of the Board.

2.0 ROLE[1]

2.1 The role of the Committee is:

2.1.1 To monitor and review the Group's HSES strategy;

2.1.2 To evaluate the effectiveness of the Group's policies and systems for delivering the Group's HSES strategy, maintaining regulatory compliance and managing HSES risk;

2.1.3 To monitor the quality and integrity of the Group's internal and external reporting of HSES performance and issues; and

2.1.4 To assess the policies and systems within the Group for ensuring compliance with HSES regulatory requirements.

3.0 MEMBERSHIP

3.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the HSES Committee.

3.2 The Committee shall comprise at least two members, all of whom shall be independent Non-Executive Directors. Membership shall consist solely of Non-Executive Directors and where any such Directors are non-independent, there shall be a majority of independent Non-Executive Directors. At least one member of the Committee shall be conversant in the principles of Major Accident Hazard management. At least one member of the Committee shall also be a member of the Audit and Risk Committee. The Chair of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chair of the Board.

[1] The Committee's role on 'Security' refers to physical and personal security matters but excludes IT and cyber security matters which sit with the Audit and Risk Committee.

3.3 The Board shall appoint the Chair of the Committee who shall be an independent Non-Executive Director. In the absence of the Committee Chair or an appointed Deputy Chair, the remaining members shall elect one of their number to chair the meeting. The Chair of the Board shall not be Chair of the Committee.

4.0 COMMITTEE SECRETARY

4.1 The Company Secretary (or his/her nominee) shall act as Secretary to the Committee and shall provide all necessary support to the Committee.

5.0 QUORUM

5.1 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. Recommendations to the Board arising at each meeting of the Committee shall be decided by majority vote.

6.0 FREQUENCY OF MEETINGS

6.1 The Committee shall meet at least three times a year and at such other times as the Committee Chair considers necessary to discharge its responsibilities.

7.0 ATTENDANCE

7.1 Only members of the Committee have the right to be present at Committee meetings.

7.2 Other directors, senior managers or external advisors may be invited to attend all or part of any meeting as and when appropriate.

7.3 Meetings of the Committee may be conducted when all or any of the members are either physically present together or participating by audio or video conference.

8.0 NOTICE OF MEETINGS

8.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair. Special meetings may be requested by any member of the Committee.

8.2 Notice of Committee meetings, together with an agenda of items to be discussed and supporting documents, shall be circulated to members and other attendees (as appropriate) in advance of each scheduled meeting date. The Secretary shall ensure that an agenda and supporting papers are received in a timely manner to enable full and proper consideration.

9.0 MINUTES OF MEETINGS

9.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

9.2 Minutes of Committee Meetings shall be circulated to the Committee Chair for review and subsequently to all members of the Committee. Any Board member may, on request to the Secretary, obtain a copy of the papers prepared for the Committee.

10.0 SHAREHOLDER ENGAGEMENT

10.1 The Committee Chair shall attend the AGM and be prepared to respond to any shareholder questions on the Committee's activities.

10.2 The Committee Chair and/or Committee members will make themselves available should shareholders seek engagement on significant matters related to the Committee's areas of responsibility.

11.0 AUTHORITY

11.1 The Committee is authorised by the Board:

11.1.1 To seek any information it requires from any employee of the Company;

11.1.2 To call any employee to a meeting to be questioned;

11.1.3 To employ the service of such advisers as it deems necessary or appropriate to fulfil its responsibilities;

11.1.4 To investigate any activity it deems necessary to carry out its duties;

11.1.5 To obtain independent professional advice at the Company's expense.

It shall be the responsibility of the Company Secretary to ensure that information required under 11.1.1 is made available in a timely manner.

12.0 DUTIES

The Committee's specific responsibilities are as follows:

Health, Safety, Environment and Security

The Committee shall:

12.1 Review and monitor the Group's HSES strategy on an annual basis;

12.2 On an ongoing basis, assess the scope and effectiveness of the HSES management system framework and systems and processes established by management to deliver the HSES strategy, maintain regulatory compliance and identify, assess, manage and monitor HSES risks including the related principal risks inherent and emerging in the business (as determined by the Audit and Risk Committee and Board of Directors);

12.3 Consider the results of any audits and reviews undertaken by the HSES function and actions required for the continuous improvement of the HSES framework[2];

12.4 Review the remit and the expertise and effectiveness of the work of those responsible for developing the HSES framework above;

12.5 Review the results of any audits and reviews undertaken by Internal Audit or other independent parties on the effectiveness of the HSES function and HSES framework and monitor management's responsiveness to the findings and recommendations arising from the reviews;

12.6 Receive reports from management concerning all serious incidents and high-potential incidents, material regulatory enforcement actions and significant physical or personal security events within the Group, review the lessons identified and actions taken by management and monitor implementation and effectiveness of corrective actions in strengthening relevant controls and barriers;

12.7 Review and monitor the effectiveness of the Group's HSES culture, including leadership behaviours, workforce engagement, reporting and learning culture, and organisational attention to the management of material HSES risks and Major Accident Hazards;

12.8 Review management's approach to obtaining assurance over material HSES and sustainability disclosures and consider the adequacy of any independent assurance activities; and

12.9 Review and approve external reporting presented within the Annual Report and Accounts, including the Strategic Report and corporate governance statements in relation to net zero strategy, health, safety, environment and security matters and disclosures, making a recommendation to the Audit and Risk Committee in relation to these matters contained within the narrative sections of the Annual Report.

[2] The HSES Committee has responsibility for the oversight of audit plans, results and follow-up related to Health, Safety, Environment and personal/physical security risk management and internal control. The Audit and Risk Committee has oversight of risk management and internal control in general and including IT and Cyber. In any event, the Chairs of both committees will work together to ensure appropriate review avoiding duplication where possible.

Group Policies

The Committee shall review and approve Group Policies relevant to its scope as set out below. Material changes to any of the listed Policies will be recommended to the Board for approval:

12.10 Health, Safety, Environment and Security Policy[3];

12.11 Corporate Major Accident Prevention Policy;

12.12 Biodiversity Policy; and

12.13 Sustainability Policy, which includes by reference:

12.13.1 Sustainability Reporting Procedure;

12.13.2 Human Rights Statement; and

12.13.3 Community Investment Statement.

Other supporting Policies and Standards relevant to the Committee's remit may be shared with the Committee for information.

Reporting Responsibilities

12.14 The Committee Chair shall report formally to the Board on how the Committee has discharged its responsibilities;

12.15 The Committee shall make whatever recommendations to the Board it deems appropriate on an area within its remit where action or improvement is needed;

12.16 The Committee shall compile a report to be included in the Company's Annual Report that describes the work of the Committee in discharging its responsibilities; and

12.17 The Committee shall annually review its terms of reference and its effectiveness and recommend any changes it considers necessary to the Board.

[3] Where this Policy references security matters related to cyber security, input shall be sought from the Audit and Risk Committee because oversight of IT and cyber security risk management sits within the remit of the Audit and Risk Committee.

13.0 GENERAL

13.1 The Committee shall 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. Individual training shall be discussed and agreed with the Company Secretary.

13.2 The Committee shall work and liaise as necessary with all other board committees ensuring interaction between committees and with the board is reviewed regularly.

13.3 In carrying out its duties, the Committee shall give due consideration to all relevant laws and regulations, in particular, the directors' duties contained in the Companies Act 2006, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules and best practice recommendations, as appropriate.

Approved by the HSES Committee	14 October 2026
Approved by the Board	15 October 2026