

Harbour Energy plc

Health, Safety, Environment and Security Committee

Terms of Reference

1 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 Role

- 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;
 - 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 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 Chairman of the HSES Committee.
- 3.2 The Committee shall comprise at least three members all of whom shall be independent Non-Executive Directors. At least one member of the Committee shall also be a member of the Audit and Risk Committee. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman.
- 3.3 The Board shall appoint the Chairman of the Committee who shall be an independent non-executive director. In the absence of the Committee Chairman or an appointed Deputy Chairman, the remaining members shall elect one of their number to chair the meeting. The Chairman of the Board shall not be Chairman of the Committee.

4 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 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 Frequency of Meetings

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

7 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 Notice of Meetings

- 8.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman. 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 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 Chairman 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 Annual General Meeting

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

11 Duties

The Committee's specific responsibilities are as follows:

Health, Safety, Environment and Security

The Committee shall:

- 11.1 Review and monitor the Group's HSES strategy on an annual basis;
- 11.2 On an ongoing basis, assess the scope and effectiveness of the HSES management system framework and systems and processes established by management to identify, assess, manage and monitor HSES risks;
- 11.3 Review the scope and effectiveness of the Company's HSES framework taking into account the principal risks inherent and emerging in the business (as determined by the Audit and Risk Committee and Board of Directors);
- 11.4 Consider the results of any reviews and actions required for the continuous improvement of the HSES framework¹;
- 11.5 Review the remit and the expertise and effectiveness of the work of those responsible for developing the HSES framework above;
- 11.6 Review management's responsiveness to the findings and recommendations arising from the reviews;
- 11.7 Receive reports from management concerning all serious incidents and high-potential incidents within the Group and actions taken by management as a result of such fatalities or serious accidents; and
- 11.8 Review and approve external reporting in relation to health, safety, environment and security matters, and input to sustainability reporting².

Group Policies

The Committee shall review and where appropriate recommend to the Board for approval group policies relevant to its scope including:

- 11.9 Health, Safety, Environment and Security Policy;
- 11.10 Corporate Major Accident Prevention Policy; and
- 11.11 Climate Change Policy.

The Committee shall review the following policies with regard to any environmental obligations, and make any recommendations to the Board should any changes be required:

- 11.12 Sustainability Policy.

Reporting Responsibilities

- 11.13 The Committee Chairman shall report formally to the Board on how the Committee has discharged its responsibilities;

¹ It is intended that HSES internal audits/reviews will continue to be discussed at the Audit and Risk Committee, with any HSES specific incident investigations discussed at this committee. In any event, the Chairs of both committees will work together to ensure appropriate review avoiding duplication where possible.

² Approval of the Sustainability Report will remain a duty of the Audit and Risk Committee. The HSES Committee's role in reviewing the Sustainability Report relates to input on environmental disclosures/data.

- 11.14 The Committee shall make whatever recommendations to the Board it deems appropriate on an area within its remit where action or improvement is needed;
- 11.15 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
- 11.16 The Committee shall annually review its terms of reference and its effectiveness and recommend any changes it considers necessary to the Board.

12 General

- 12.1 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.
- 12.2 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 Board of Directors	3 March 2020
Approved by the Board of Directors (no change)	10 December 2020