

Health, Safety and Environment Committee Terms of Reference

The Committee has been established due to the importance the Board places on health, safety and environmental matters and to provide a forum for Board level review of HSE policies and practices on a regular basis. It is not designed to replace the role and responsibility of the Global HSE Committee or remove the CEO's responsibility from HS&E matters.

1. Membership

- (a) The Committee shall comprise of one of the Independent Non-executive Directors, who shall be appointed Chairman of the Committee, one of the GDF SUEZ appointed Directors and one other Director selected by the Board.
- (b) The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

2. Meetings

- (a) The Committee shall meet formally at least two times a year and at such other times as the Chairman of the Committee shall determine.
- (b) A meeting of the Committee may be called by any member of the Committee or by the Secretary.
- (c) The quorum necessary for the transaction of business by the Committee shall be any two of its members of which at least one shall be a GDF SUEZ appointed Director.
- (d) Notice of each meeting of the Committee confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers where appropriate shall be delivered to each member of the Committee not less than five days prior to the date of the meeting.
- (e) A meeting of the Committee may consist of a conference between members who are not all in one place, but of whom each is able (directly or by telephonic or electronic communication) to communicate with each of the others simultaneously, and the word "meeting" shall be construed accordingly.
- (f) In the absence of the Chairman of the Committee or appointed deputy (if any), the remaining members present shall elect one of their number to chair the meeting.
- (g) Other members of the Board may also attend meetings of the Committee.
- (h) The Committee can invite employees to attend meetings of the Committee. The IPR Head of Health & Safety Environment and Security and the IPR Environmental Manager will be expected to attend meetings of the

Committee and, for meetings taking place on site, the relevant Regional Director and Site Manager will be expected to attend the meeting of the Committee.

- (i) The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and resolutions.
- (j) The Chairman of the Committee shall report its proceedings to the next meeting of the Board of Directors following meetings of the Committee and copies of the minutes of the meetings of the Committee shall be circulated to all members of the Board.

3. Duties and responsibilities

The Committee shall:

- (a) recommend to the Board key policies relating to health, safety and the environment and set out the commitments of the Group to enable the Board to discharge through its Executive Committee its responsibilities in matters related to health, safety and the environment arising out of the activities and operations of the Group and the impact of those activities and operations on employees, contractors and the communities in which the Group operates;
- (b) review targets proposed by the Executive Committee for health, safety and environmental performance, assess progress and performance by the Group towards those targets, and review and challenge constructively the structure content and operation of safety management arrangements put in place within the Group;
- (c) make arrangements for the investigation of health, safety and environmental incidents within the Group and the consideration of appropriate actions and measures to minimise the risk of recurrence;
- (d) make arrangements for the production and review of health, safety and environmental reports by business units for compliance with all health, safety and environmental local codes of practice, legislation and relevant industry practice and to seek assurance that all the Group's health, safety and environmental policies and standards are maintained and applied across the business;
- (e) arrange for the Chairman of the Committee to attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's report and activities; and
- (f) review, once a year, its own performance to check it is operating to maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

4. Authority

The Committee shall be authorised to:

- (a) investigate any activity within its terms of reference and to seek any information it requires from any employee of the Company (all employees being directed to co-operate with any such request by the Committee) in order to perform its duties; and
- (b) when the fulfilment of its duties requires, to obtain any outside legal or other independent professional advice including the advice of independent consultants and to secure the attendance of external advisers at its meetings, if it considers this necessary, at the Company's expense. The Committee shall have full authority to commission any reports or surveys which it deems necessary, to help it fulfil its obligations.