

FERREXPO PLC
("the Company")

Health, Safety, Environment and Community Committee Terms of Reference

Approved by the Board on 20 March 2009 and amended on 11 February 2016,

12 February 2020, 12 March 2020 and 29 July 2021

1. INTRODUCTION AND PURPOSE

The board of directors of the Company (the "Board") hereby constitutes and establishes a Health, Safety, Environment and Community Committee (the "Committee"). These terms of reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee.

The Committee shall, on behalf of the Board, oversee the effectiveness of policies and controls designed to manage risks associated with:

- a) Safety;
- b) Health;
- d) Environment (including water management);
- e) Climate change; and
- f) Community relations (including relationships with and resettlement of communities, human rights of communities, employees, and contractors).

2. MEMBERSHIP

- 2.1 The Committee shall be appointed by the Board and shall consist of a minimum of three members.
- 2.2 The Committee shall have at least one member who is an independent non-executive director of Company.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other executives and external advisers may be invited to attend for all or part of any meeting as and when appropriate at the discretion of the Committee chair.
- 2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods.
- 2.5 The Board shall appoint the chair of the Committee, who shall be an independent non-executive director of the Company. In the absence of the chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.6 If a regular member is unable to act due to absence, illness or any other cause, the chair of the Committee may appoint another director of the Company to serve as an alternate member.

3. SECRETARY

The company secretary or his/her nominee shall act as the secretary of the Committee.

4. QUORUM

The quorum necessary for the transaction of business shall be two members one of whom shall be an independent Board director. 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.

5. FREQUENCY OF MEETINGS

The Committee shall meet not less than two times a year and at such other times as the chair of the Committee shall require.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the chair of the Committee.
- 6.2 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, any other person required to attend not less than five working days 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.

7. MINUTES OF MEETINGS

- 7.1 The secretary shall prepare minutes of the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the chair of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8. DUTIES

- 8.1 The Committee, in conjunction with the CEO if appropriate, will:
- (a) evaluate the effectiveness of the Group's policies and systems for identifying and managing health, safety, environmental and community relations risks within the Group's operations;
 - (b) assess the policies and systems within the Group for ensuring compliance with health, safety, environmental and community regulatory requirements;
 - (c) assess the performance of the Group with regard to the impact of health, safety, environmental and community relations decisions and actions upon employees, communities and other third parties.
 - (d) recommend to the Board for approval corporate and social responsibility policies, including:
 - i. health and safety policy;
 - ii. environmental policy (and environmental policies that relate to the activities where the Group has its most significant environmental impacts in respect of energy management and climate change, water quality, resource productivity (including leakage and waste) and biodiversity and land use);
 - iii. communities policy;
 - (e) ensure that all serious accidents and fatalities within the Company's operations are fully investigated and reported to the Board with appropriate actions taken in response to ensure that such incidences can be avoided in future;
 - (f) recommend to the Board an action plan to include targets, including relevant Key Performance Indicators, proposed by executive management, to monitor and maintain the above policies annually;
 - (g) encourage independently the Company's subsidiaries, associates and significant investments to develop policies, guidelines and practices congruent with the Company's health, safety, environmental and community relations policies;
 - (h) monitor key indicators and learnings on incidents and, where appropriate, ensure that they are communicated to the Company, its subsidiaries, associates and significant investments; and

- (i) review the results of independent audits of the Group's performance in regard to health, safety, environmental or community relations matters, review any strategies and action plans developed by management in response to issues raised and, where appropriate make recommendations to the Board concerning the same.

9. REPORTING RESPONSIBILITIES

- 9.1 The proceedings of the Committee shall be reported to the Board after each meeting.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning health, safety, environmental and community relations issues.

10. OTHER MATTERS

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. AUTHORITY

- 11.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 In connection with its duties the committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice.