

**SAVANNAH ENERGY PLC (THE 'COMPANY')**  
**HEALTH, SAFETY, ENVIRONMENT, SECURITY AND RISK COMMITTEE**  
**TERMS OF REFERENCE**

Reviewed and approved by the board of directors of the Company (the "**Board**") on 18 May 2023.

**1. CONSTITUTION**

The Health, Safety, Environment, Security and Risk Committee (the "**Committee**") was constituted as a committee of the Board of Savannah Energy PLC in accordance with the articles of association of the Company (the "**Articles of Association**") at a full meeting of the Board of Directors held on 18 May 2023. The Committee was constituted to replace the previous Health, Safety, Environment and Security Committee of the Board.

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. PURPOSE OF THE COMMITTEE**

Oversight of the management of safety and operational sustainability and the systems and processes deployed to enable focus on the most potentially material in the matter of delivering the Company's goals for safe, secure, and sustainable business. These safety and operational integrity and sustainability matters include:

- Process safety and operational integrity
- Physical security risks
- Cyber security risks
- Personal safety and operational health risks
- Ethics and Compliance Risks which arise from Company operations and activities, which shall be shared with the Compliance Committee.

**3. AUTHORITY**

The Committee is authorised by the Board to:

- Exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- Examine any activity within its terms of reference.
- Obtain at the Company's expense, external legal or other professional advice on any matter within its terms of reference.

**4. MEMBERSHIP**

- 4.1. The members of the Committee shall be appointed by the Board and in consultation with the Committee Chair and the HSE, Security, and Risk Committee;
- 4.2. The Committee shall have at least three members, all of whom should be independent non-executive directors;
- 4.3. The Chair of the Board may also serve on the Committee.

## **5. CHAIR**

- 5.1. The Chair of the Committee shall be appointed by the Board;
- 5.2. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting;
- 5.3. The Committee Chair shall not be the Chair of the Board.

## **6. QUORUM**

The Committee meetings shall be declared quorate with a minimum of two members and deemed competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

## **7. VOTING ARRANGEMENTS**

- 7.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes may only be cast by members attending a meeting of the Committee;
- 7.2. The Committee Chair will have a casting vote.

## **8. MEETINGS**

- 8.1. The Committee will meet regularly and in any event at least four times per year. The Committee may meet at other times during the year as requested by the Chair of the Committee;
- 8.2. Only members of the Committee have a right to attend a Committee meeting. Other Directors, Non-Executive Directors and external advisors may be invited to attend all or part of any meeting as and when appropriate;
- 8.3. The Company Secretary, or his nominee shall be Secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues;
- 8.4. The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted;
- 8.5. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

## **9. NOTICE OF MEETINGS**

- 9.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair and aligned with the Company Board meetings dates set out in the annual business calendar;
- 9.2. Supporting papers shall be issued to each Committee member no later than five working days before the date of the meeting;
- 9.3. Ad Hoc Committee meetings will be similarly notified and managed.

## **10. RESPONSIBILITIES AND DUTIES OF THE COMMITTEE**

- 10.1. Monitor and test:
  - Company's performance in respect of safety and operational integrity and sustainability
  - Effectiveness of Company's systems of internal control for the safety, operational integrity, and operational sustainability matters, including applicable management systems, policies, practices, processes, leadership and culture. These shall be informed by the receipt of performance and assurance reports.
- 10.2. Monitor the management and mitigation of the principal risks allocated to the Committee by the Board and such emerging risks as the Committee may determine fall within its scope from time to time;
- 10.3. Review and test management responses to relevant Group reports and the finding of selected safety investigations;
- 10.4. Review Company's annual sustainability report and such other materials intended for disclosures or publication as may be allocated by the Board from time to time.

## **11. Reporting**

- 11.1. Report to the Board on the nature and content of its discussion, recommendations, and actions to be taken by the Committee or by management;
- 11.2. Make whatever recommendations to the Board it deems appropriate on any area within its responsibilities where it considers action or improvement is needed;
- 11.3. The Committee shall produce a report to be included in the Company's annual report describing the work of the committee.

**Adopted by resolution of the Board on 18 May 2023.**