



Terms of Reference of the Health Safety and Environment (“HSE”) Committee

2 December 2024

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SUNDA ENERGY PLC

SAFETY AND ENVIRONMENT COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

- 1.1 The Health Safety and Environment (**HSE**) Committee (**Committee**) was constituted as a committee of the board of directors of Sunda Energy Plc (**Company**) (**Board**) at a meeting of the Board held on 7 May 2024 in accordance with the articles of association of the Company.

2 MEMBERSHIP

- 2.1 Members of the Committee shall be appointed (and may be removed) by the Board, and in consultation with the chair of the Committee. Membership of the Committee shall consist of at least three members, to include the chief executive officer and at least two additional members whom shall, where possible, be independent non-executive directors.
- 2.2 Only members of the Committee have the right to attend committee meetings. However, other individuals such as the chief financial officer, heads of departments and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 The Board shall appoint the Committee chair who shall be an independent non-executive director. The chair of the Board may also be a member of but not chair the Committee. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

3 SECRETARY

- 3.1 The Company secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4 QUORUM

- 4.1 The quorum necessary for the transaction of business shall be *two members*.

5 MEETINGS

- 5.1 The Committee shall meet at least twice a year and otherwise as required.
- 5.2 Meetings may be held by video conference, telephone or by any other manner permitted by the Company's constitution.

5.3 Notwithstanding the quorum requirements for the Committee, all members of the Committee should endeavour to attend all meetings of the HSE Committee.

5.4 If a matter being considered by the Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.

6 NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the Committee chair.

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 and all other non-executive directors, no later than ideally five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7 MINUTES OF MEETINGS

7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance and the existence of any conflicts of interest.

7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

8 DUTIES

8.1 The Committee responsibilities are as follows:

8.1.1 review and monitor the Company's HSES strategy on an annual basis;

8.1.2 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 and ensure they are fit for purpose for the Company's ongoing operations;

8.1.3 review the scope and effectiveness of the Company's HSES framework taking into account the principal HSES risks inherent and emerging in the business (as determined by the Audit Committee and Board of Directors);

8.1.4 consider the results of any reviews and actions required for the continuous improvement of the HSES framework;

8.1.5 review the remit and the expertise and effectiveness of the work of those responsible for developing the HSES framework above;

- 8.1.6 review management's responsiveness to the findings and recommendations arising from the reviews;
- 8.1.7 receive reports from management concerning all serious incidents and high-potential incidents within the Company and actions taken by management as a result of such fatalities or serious accidents; and
- 8.1.8 review and approve external reporting in relation to health, safety, environment and security matters, and input to sustainability reporting.

9 **REPORTING RESPONSIBILITIES**

- 9.1 The Committee chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 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 produce a report on Committee activities to be included in the Company's Annual Report.
- 9.4 The Committee shall ensure that, if information from experts or specialists is included in any of their reports, the name of that expert or specialist and their relationship with the Company are included in such report.

10 **OTHER MATTERS**

- 10.1 The Committee shall have access to sufficient resources to carry out its duties, including access to the company secretariat for advice and assistance as required.
- 10.2 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.
- 10.3 The Committee should consider such other matters as the Board may from time to time refer to it and give due consideration to applicable laws and regulations. This shall include the rules and regulations which apply to the Company arising from operations in the country in which the Company is active in.
- 10.4 The Committee shall ensure that a periodic evaluation of the committee's own performance is carried out and annually review its terms of reference and its effectiveness and recommend any changes it considers necessary to the Board.

11 **AUTHORITY**

- 11.1 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 HSE Committee.

- 11.2 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.3 The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

Approved by the Board 2 December 2024