

Renewi Plc SAFETY HEALTH AND ENVIRONMENT COMMITTEE terms of reference

Introduction

The Renewi Plc (the 'Company') Safety Health and Environment ('SHE') Committee is a committee of the Renewi Plc Board of Directors (the 'Board') with the following terms of reference, which outline its underlying objectives and responsibilities. The primary objective of the Committee is to assist the Board in fulfilling its corporate governance responsibilities relating to SHE matters including the setting and measurement of SHE targets and monitoring of performance, the implementation of effective SHE management systems and providing guidance and assistance to the Group on improving SHE performance in a structural and continuous way.

1. Membership

- 1.1 The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors.
- 1.2 Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three-years, provided the director still meets the criteria for membership of the committee.
- 1.3 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the head of the SHEQ Dept and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The board shall appoint the committee chair who should be an independent non-executive director. 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 from those who would qualify under these terms of reference to be appointed to that position by the board.

2. Secretary

The company secretary or his or her 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 issues.

3. Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors.

4. Frequency of meetings

The committee shall meet at least three times a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

- 5.2 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, and any other person required to attend and all other non-executive directors, no later than four 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.

6. Minutes of meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the board and the company secretary unless it would be inappropriate to do so.

7. Engagement with shareholders

The committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities. In addition the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall:

- 8.1 Review and recommend appropriate policies for the group related to the protection of the environment, together with the safety of employees, contractors, customers and the public; and oversee the group's monitoring and enforcement of these policies and related practices and procedures.
- 8.2 Review with the group SHEQ director any significant risks or exposures and assess the steps management have taken to minimise those risks.
- 8.3 Provide assistance when required to all directors being kept informed of their health and safety and environmental responsibilities and duties as necessary and relevant.
- 8.4 Follow-up the monitoring by the SHEQ Department of any regulatory changes in relation to health and safety and environmental matters and the impact such changes may have on the business of the Group and make sure the board is adequately informed.
- 8.5 Receive reports from the chief executive as to divisional health and safety and environmental policies and arrangements, compliance with and any proposed changes to those policies and arrangements.
- 8.6 Receive reports from the chief executive as to health and safety and environmental performance throughout the group and any major incidents so as to ensure that management identify and implement any corrective action considered appropriate in order to achieve compliance and raise performance where required.

9. Reporting responsibilities

- 9.1 The committee chair shall report to the board on its proceedings after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 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, and adequate time should be made available for board discussion when necessary.
- 9.3 The committee shall produce a report to be included in the company's annual report describing the work of the SHE committee, including an assessment of performance against targets.

10. Site visits

In consultation with members of the committee, the chief executive will propose and organise site visits for members of the committee to the Group's sites to further their understanding and reinforce the importance of HSE issues within the Group, meet relevant employees, and observe business operations. Such site visits may also, where appropriate, be to locations where incidents have occurred.

11. Other matters

The committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat, management and external advisers for assistance as required.
- 11.2 Be provided with appropriate and timely training, both in the form of an induction programme as appropriate for new members and on an ongoing basis for all members.
- 11.3 Give due consideration to all applicable SHE laws and regulations and codes of best practice, as appropriate.
- 11.4 Oversee any investigation of activities which are within its terms of reference.
- 11.5 Ensure that a periodic evaluation of the committee's own performance is carried out.
- 11.6 At least annually, review the committee's 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.

12. Authority

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.

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