



THARISA plc
Registration number HE223412
(Incorporated in Cyprus on 20 February 2008)
("Tharisa" or "the Company")

SAFETY HEALTH AND ENVIRONMENT COMMITTEE
TERMS OF REFERENCE

1. BACKGROUND

- 1.1 The Board of Directors of the Company ("the **Board**") has resolved to establish a Safety Health and Environment Committee ("the **Committee**").
- 1.2 The Board has delegated to the Committee responsibility for overseeing the safety, health and environmental management of the Company and its subsidiaries (collectively, "the Group").
- 1.3 These terms of reference were adopted on 2 April 2014 and replace any previous terms of reference for any Safety Health and Environment Committee of the Board.

2. DUTIES OF COMMITTEE

- 2.1 The Committee shall carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.
 - (a) Oversee the framework, policies and guidelines for safety, health and environmental management.
 - (b) Review the policies and performances of the Company and its subsidiaries and the progressive implementation of its safety, health and environmental policies.
 - (c) Receive reports covering matters relating to substantive safety, health and environmental risks and liabilities.
 - (d) Monitor key indicators on accidents and incidents and, where appropriate, ensure that such information is communicated.

- (e) Consider substantive national and international regulatory and technical developments in the fields of safety, health and environmental management.
- (f) Facilitate participation, co-operation and consultation on safety, health and environmental matters of governments, super national authorities, other companies and other safety, health and environmental bodies.

3. COMPOSITION

- 3.1 Members of the Committee shall be appointed by the Board in consultation with the Chairman of the Committee. The Committee shall be made up of at least two members. The members of the Committee shall include at least one non-executive director. The Chairman of the Board may be a member, and chair the Committee, provided that the Chairman is a non-executive director.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting.
- 3.3 Appointments to the Committee shall be for such period as the Board may determine.
- 3.4 The Board shall appoint one member of the Committee to act as its Chairman who shall be a non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

4. QUORUM

- 4.1 The quorum necessary for the transaction of business shall be a majority of the members, of whom at least one must be a non-executive director.
- 4.2 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. MEETING ADMINISTRATION

- 5.1 The Committee shall meet as often as it deems necessary but in any case at least two times per year and at such other times and places as determined by the Committee Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.

5.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.

5.3 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date and dial-in details (if required), together with an agenda of the items to be discussed and supporting documentation, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the meeting, or as soon as is practicable.

6. SECRETARY

6.1 The Company Secretary or such person as the Company Secretary nominates shall act as the secretary of the Committee.

6.2 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

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

7. EVALUATION

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

The Board shall review the performance of the Committee, its composition and terms of reference on an annual basis.

8. REPORTING RESPONSIBILITIES

8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Committee shall make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is desirable.

8.3 The Committee Chairman shall attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

9. OTHER MATTERS

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (b) 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;
- (c) give due consideration to laws and regulations, the provisions of the King Code on Corporate Governance for South Africa 2009, the King III Report on Corporate Governance for South Africa 2009, the requirements of the Johannesburg Stock Exchange Listings Requirements, and any other applicable rules, as appropriate; and
- (d) oversee any investigation of activities which are within its terms of reference.

10. AUTHORITY

The Committee is authorised by the Board to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information that it requires from any Group employee or contractor in order to perform its duties;
- (c) obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and to invite those persons to attend meetings of the Committee;
- (d) call any Group employee or contractor to be questioned at a meeting of the Committee, as and when required; and
- (e) publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board; and

delegate any of its powers to one or more of its members or the secretary.