

# SAFETY & SUSTAINABILITY COMMITTEE

Reference to “**the Committee**” shall mean the Safety & Sustainability Committee

Reference to “**the Board**” shall mean the Board of Directors of Tullow Oil plc

Reference to “**the Company**” shall mean Tullow Oil plc

Reference to “**the Group**” shall mean the Company and each of its subsidiaries

## 1. Purpose

The purpose of the Committee is, on behalf of the Board, to oversee, support and challenge the performance of the Executive on the development and use of their safe working and sustainability strategy.

## 2. Scope

The Committee shall concern itself with the following areas of the Group (its “**Scope**”):

### 2.1. Safety

2.1.1. Safety Management, including process and behavioural safety management;

2.1.2. Occupational and Community Health Management; and

2.1.3. People and Asset Security, including Crisis and Emergency Management.

### 2.2. Sustainability

2.2.1. Shared Prosperity, including: inclusive procurement and Local Content, Socio-Economic Investment (SEI) and Social Impact Management, and relationships with communities;

2.2.2. Environmental Stewardship, including: protection of the environment, climate, water access and availability and biodiversity; and

2.2.3. Equality and Transparency, including: protection of human rights, socio-political issues, and achieving widespread societal support of projects.

## 3. Responsibilities

The Committee shall be responsible for the following matters to the extent they are specifically relevant to its Scope.

### 3.1. Group Policies

Review and, where appropriate recommend to the Board for approval, group policies and position statements relevant to its Scope, including:

3.1.1. Human Rights Statement of Policy;

3.1.2. Climate Policy; and

3.1.3. Safe and Sustainable Operations Policy.

### **3.2. Management processes and monitoring**

- 3.2.1. Effectiveness of compliance processes with applicable laws and regulations and the Group policies and standards;
- 3.2.2. Receive reports from management on the implementation, operation and assurance of material operations, strategies, processes and Group policies, including material health and safety incidents, which are to be reported in a timely manner;
- 3.2.3. Support the Remuneration Committee in setting appropriate KPI metrics relevant to its Scope and provide recommendations to the Remuneration Committee on performance against those metrics.

### **3.3. Risk Management**

- 3.3.1. Advise the Board on the Company's risk appetites, tolerances and strategies relevant to its Scope and ensure material risks are appropriately captured within the Group's risk profile; and
- 3.3.2. Review reports from management which identify the Group's material risks relevant to its Scope and set out risk management strategies, controls and assurances applied to these risks.

### **3.4. Stakeholders**

- 3.4.1. Review the Executive's processes for identification of and engagement with stakeholders on matters relevant to the Scope of the Committee.

## **4. Reporting**

The Chair of the Committee shall ensure the Committee:

- 4.1. Reports to the Board after each Committee meeting and the minutes of each meeting are available to the full Board;
- 4.2. Makes whatever recommendations to the Board it deems appropriate on any area within the Scope;
- 4.3. Is represented by a Committee member at the Company's Annual General Meeting; and
- 4.4. Assesses, reviews and recommends to the Board for approval sections in the annual report relevant to the Scope and, if requested by the Board, any other such material public disclosure.

## **5. Composition, Rules of Order & Authority**

### **5.1. Composition**

- 5.1.1. The Committee shall comprise at least three members;
- 5.1.2. Appointments to the Committee are made by the Board, on the recommendation of the Nomination Committee, in consultation with the Chair of the Committee;
- 5.1.3. The membership of the Committee must together have relevant skills, experience or qualifications in operational and safety leadership and policy issues associated with sustainability and socio-political aspects of the exploration and production business;

- 5.1.4. Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years;
- 5.1.5. The Board shall appoint the Committee Chair, who shall be an independent non-executive director; and
- 5.1.6. The Company Secretary or their nominee shall act as the Secretary of the Committee.

## **5.2. Rules of Order**

The Committee shall meet and conduct its business as considered appropriate by its members, subject to the following:

- 5.2.1. It shall meet at least three times a year;
- 5.2.2. A quorum shall be two members. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting;
- 5.2.3. Members may participate in person or by other means, including teleconference; and
- 5.2.4. The Committee shall undertake an annual review of its performance, including its role and responsibilities, its organisation and effectiveness, and these Terms of Reference.

## **5.3. Delegation**

- 5.3.1. The Committee has the delegated authority of the Board in respect of the matters pertaining to the Scope and the Committee may sub-delegate any or all its powers and authority as it thinks fit.
- 5.3.2. The Committee will refer to the Board to review and or approve matters it considers require consultation with the Board and the Board may request the Committee to refer to the Board for approval and or review matters on which the Board desires to be consulted.
- 5.3.3. The Committee may delegate responsibility to the Committee Chair to execute decisions on its behalf.

## **5.4. Authority**

The Committee has full authority to:

- 5.4.1. Seek any information it requires from any member of the workforce of the Group;
- 5.4.2. Call any employee to be questioned at a meeting of the Committee;
- 5.4.3. Obtain, at the Company's expense, independent legal or other professional advice on any matter within its terms of reference;
- 5.4.4. Access sufficient resources to carry out its responsibilities; and
- 5.4.5. Arrange appropriate and timely training.