



ACCSYS TECHNOLOGIES PLC (the "Company")

**HEALTH, SAFETY AND ENVIRONMENT ("HSE") COMMITTEE
TERMS OF REFERENCE**

1. CONSTITUTION

- 1.1 The Accsys Technologies PLC HSE Committee (**Committee**) was constituted as a committee of the board of directors (**Board**) of the Company at a full meeting of the Board held on 17 September 2021 in accordance with the articles of association of the Company. The Committee is a standing committee of the Board.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee or Board as required.

2. ROLE

The role of the Committee is to:

- 2.1 Review and approve the HSE framework (including policy) and strategy of the Company. This currently excludes the ESG strategy.
- 2.2 Work on behalf of the Board to review and monitor HSE matters arising from the Company's activities and operations, including monitoring performance against targets.
- 2.3 Where considered appropriate, review HSE workplans and activities (including resource planning) relevant to, or affecting, the Company.
- 2.4 Ensure the Company has appropriate measures in place that enable it to assess, verify and monitor its compliance with applicable material HSE laws and regulations.
- 2.5 Receive and review regular reports from the business on key HSE issues and the Company's performance in managing any risks associated with such issues.

- 2.6 In the event of any fatality or major or serious incident or near-miss, (i) be kept informed of the circumstances of the incident and the measures being taken after the event, (ii) receive and review the final or interim reports relating to the relevant issue and (iii) liaise with management to ensure that all material actions required by such report(s) are appropriately implemented in a timely manner.

3. Chair

- 3.1 The Board shall appoint the chairperson of the Committee who should be an independent Non-Executive Director.
- 3.2 In the absence of the Committee chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting (provided such person would qualify under these terms of reference) to be appointed to that position by the Board.
- 3.3 Appointments to the Committee shall be for a period of up to three years, which may be extended provided the members continue to be independent.

4. MEMBERSHIP

- 4.1 The Committee shall have a minimum of three members.
- 4.2 A Committee meeting must have a minimum of three members to hold a meeting, and a majority of the meeting being independent Non-Executive Directors of the Company.
- 4.3 The members of the Committee shall be agreed by the Board.
- 4.4 The Board shall appoint the chairperson of the Committee who should be an independent Non-Executive Director.

5. DUTIES

- 5.1 The Committee shall:
- (a) Meet at least 3 times per year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested.
 - (b) Take minutes of the meeting. Disseminate the minutes to the Committee members and the Board of Directors.

- (c) If considered appropriate, seek, receive and review any external reports and advice to help determine if the Company is operating within applicable laws and regulations.
- (d) If considered appropriate, appoint specialist HSE professionals to advise the Committee and support the organisation and aid the HSE programmes and operational HSE improvements.
- (e) Review the Company's HSE capability and resources to ensure compliance with the Company's legal and regulatory obligations, as well as the Company's HSE policy and framework.

6. VOTING ARRANGEMENTS

- 6.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 6.2 Save where he or she has a personal interest, the chairperson will have a casting vote.

7. NOTICE AND ATTENDANCE AT MEETINGS

- 7.1 Meetings of the Committee shall be called by the Company Secretary at the request of the chairperson of the Committee. Meetings should be arranged giving at least one week's notice to the Committee members (unless the members agree to convene on shorter notice).
- 7.2 Only members of the Committee have the right to attend a Committee meeting but other Directors, the Company Secretary, internal personnel (such as the Chief Operating Officer and HSE Director) and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 7.3 The meeting shall have a structured agenda, however the agenda may be adjusted during the meeting to cover recent and pressing HSE matters.
- 7.4 The Committee chairperson may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
- 7.5 The Committee shall request members of management, external legal experts, external auditors, as applicable, to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities. Periodically and at least annually, the Committee shall meet in private session with only the Committee members.

8. AUTHORITY

8.1 The Committee is authorised to:

- seek any information it requires from any employee of the Company in order to perform its duties;
- obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- call any employee to be questioned at a meeting of the Committee as and when required;
- have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

9. REPORTING

9.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary.

9.2 Draft minutes of each meeting will be circulated to all members of the Committee within ten working days of the date of the meeting. Once approved, the minutes of each meeting will be circulated to the attendees and members of the Board unless, in the opinion of the Committee chairperson, it would be inappropriate to do so.

9.3 The chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.4 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.5 The HSE committee shall report on its activities (as appropriate), within the Annual report.

10. GENERAL MATTERS

10.1 The Committee shall make publicly available these terms of reference by placing them on the Company's website.

25 January 2023

- 10.2 The Committee shall arrange for annual reviews of its own performance and, at least once a year, review its constitution, membership and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 10.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to Company Secretary assistance as required.
- 10.4 The Committee shall give due consideration to all laws and regulations as appropriate.

These amended Terms of Reference were adopted at a Board meeting of the Company on 25 January 2023.