

## **SENIOR PLC**

### **TERMS OF REFERENCE**

#### **HEALTH, SAFETY & ENVIRONMENT ("HSE") COMMITTEE**

##### **("the Committee")**

#### **1. Membership**

- (i) The Committee shall be appointed by the Board. The Committee shall consist of the Group Chief Executive, the CEO of the Flexonics Division, the CEO of Aerospace Structures and the CEO of Aerospace Fluid Systems, and such other members as the Board may determine. The Group Chief Executive shall be the Chairman of the Committee.
- (ii) The Company Secretary, or their nominee, shall be the Secretary of the Committee.

#### **2. Proceedings**

- (i) The quorum necessary for the transaction of business shall be 2 members of whom at least one must be the Group Chief Executive. 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.
- (ii) The Committee may invite other individuals to attend Meetings of the Committee, when it is deemed appropriate by the Committee.
- (iii) Meetings shall normally be held not less than four times a year. A Meeting may be convened by any Member of the Committee or by the Secretary.
- (iv) The Chairman of the Committee shall report formally on the proceedings of the Committee to the Board Meeting following the Meeting of the Committee, and Minutes of the Committee shall be circulated to all members of the Board.

#### **3. Duties**

The Committee shall:

- (i) formulate, for approval of the Board, the Group's HSE strategy and propose any amendments to the strategy for approval by the Board;
- (ii) formulate, on behalf of the Board, the Group's HSE objectives;
- (iii) review the Group's performance, against the HSE objectives, ensuring that the review process is active, dynamic and focussed on the achievement of the strategy at both Group and operational levels and to ensure key HSE risks and other issues arising from the process are effectively identified and managed;
- (iv) consider and make recommendations to the Board regarding the appointment of Group HSE Co-ordinators, and concerning any questions of the resignation or dismissal of the Group HSE Co-ordinators;
- (v) ensure that the Chairman of the Committee attends the Company's AGM and responds to shareholder questions within the Committee's remit;
- (vi) consider any other topics specifically delegated to the Committee by the Board from time to time.